S.No.2

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
VC AND PHYSICAL (HYBRID) MODE

ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
06-10-2026 After Court-II

CP (CAA) No.22/230/HDB/2026
u/s.230 of Companies Act

IN THE MATTER OF:

M/s. BirlaNu Ltd. - Transferee Co.
M/s. Clean Coats Pvt Ltd., Transferor Co. **…Petitioner/s**

C O R A M:-
SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)
SHRI. SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

O R D E R

Orders pronounced, recorded vide separate sheets.

In the result this CP (CAA) No.22/230/HDB/2026 is allowed.

Sd/- **Sd/-**
MEMBER (T) **MEMBER (J)**

Apoorva

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, COURT - I

CP (CAA) No.22/230/HDB/2026
Connected with
CA (CAA) No.15/230/HDB/2026

Under Section 230 to 232 and other Applicable Provisions of the Companies Act, 2013 Read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016)

IN THE MATTER OF
SCHEME OF AMALGAMATION OF

CLEAN COATS PRIVATE LIMITED
(Non-Petitioner Company/Transferor Company)
With
BIRLANU LIMITED (formerly HIL Limited)
(Petitioner Company/Transferee Company)
And
THEIR RESPECTIVE SHAREHOLDERS

M/s. BIRLANU LIMITED (formerly HIL LIMITED),
[CIN: L74999TG1955PLC000656]
Having Registered Office at No.1 & 2, L7 Floor,
SLN Terminus, Survey No.133, Near Botanical Gardens,
Gachibowli, Hyderabad – 500 032, Telangana, India.

.... Petitioner Company/ Transferee Company

M/s. Clean Coats Private Limited
[CIN: U28920MH1999PTC123428]
Having Registered Office at K 30/1, Addl Ambernath Industrial Area, M.I.D.C., Anand Nagar, Ambernath (East), Thane – 421 506, Maharashtra, India.

.... Non-Petitioner Company/ Transferor Company

Date of Order:06.10.2026

CORAM:
Sri Rajeev Bhardwaj, Hon'ble Member (Judicial)
Sri Sanjay Puri, Hon'ble Member (Technical)

CP(CAA) No.22/230/HDB/2026
Connected with
CA(CAA) No.15/230/HDB/2026
Date of Order:06.10.2026

Counsel/Parties Present:

For the Petitioners	:	Mr. Pawan Jhabakh, Ld. Counsel Ms. Kruthi Kalaga, Ld. Counsel
For the Regional Director	:	Mr. Gokulnath, Deputy Director from RD office.
For the Official Liquidator	:	Mr. Deowrat V Meeshram, Asst., Liquidator from OL office.
For the Income Tax Department	:	Ms. Rakshitha, Ld. Counsel O/o. Ms. B. Sapna Reddy, Ld. Counsel for IT Department

ORDER

1. This is a Petition filed by the Transferor Company and Transferee Company under Section 230 to 232 and other Applicable Provisions of the Companies Act, 2013, Read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the NCLT Rules, 2016, inter-alia seeking sanction of the Scheme of Amalgamation between Transferor Company and Transferee Company and their respective shareholders.

THE AVERMENTS IN BRIEF:

2. **Details of the Petitioner Company/Transferee Company:**

(a) **M/s BIRLANU LIMITED** (formerly known as HIL Limited) ("Petitioner Company" or "Transferee Company") was originally incorporated under the name of "Hyderabad Asbestos Cement Products Limited" on 17.06.1946 under the Hyderabad Company Act, 1320, which was repealed and replaced by the Companies Act, 1956. The name 'Hyderabad Asbestos Cement Products Limited' was subsequently changed to 'Hyderabad Industries Limited' and

fresh certificate of incorporation dated 11.11.1985 was issued by the Registrar of Companies, Andhra Pradesh. Thereafter, the name 'Hyderabad Industries Limited' was changed to 'HIL Limited' and fresh certificate of incorporation dated 16.08.2012 was issued by the Registrar of Companies, Andhra Pradesh. Thereafter, name of 'HIL Limited' has now been changed to its present name i.e. 'BirlaNu Limited' and fresh certificate of incorporation dated 19.03.2025 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/Registrar of Companies Central Processing Centre. The Corporate Identity Number of the Petitioner Company is L74999TG1955PLC000656.

(b) The Transferee Company is engaged in the business of manufacturing and sale of fiber cement, humid cure roofing sheets, autoclaved aerated concrete blocks (fly ash blocks), fiber cement board and panels and a wide range of plumbing solutions, including CPVC, UPVC, column pipes, SWR and pressure pipes & fittings ideal for household, industrial, and commercial applications and wall care putty. The equity shares of the Transferee Company are listed on BSE Limited and the National Stock Exchange of India Limited (hereinafter referred to as "**Stock Exchanges**"). The Certificates of Incorporation and the updated copy of the Memorandum of Association and Articles of Association of the Transferee Company are annexed and marked as **Annexure – 2 Colly**.

(c) The share capital structure of the Transferee Company as on 13.02.2026 is as follows:

Particulars	**Amount in INR.**
Authorized Share Capital	
95,00,000 Equity Shares of INR 10 each	9,50,00,000
50,000 preference shares of INR 100 each	50,00,000
Total	**10,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
75,40,899 Equity Shares of INR 10 each fully paid up	7,54,08,990
Add: forfeited shares (amount originally paid-up)	2,71,401
Total	**7,56,80,391**

Subsequent to the above, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Transferee Company till the date of filing.

(d) The annual report of the Transferee Company for the financial year ended as on 31.03.2025 and the Provisional financial statements as on 28.02.2026 of the Transferee Company are annexed and marked as **Annexure 3A** and **Annexure 3B,** respectively.

(e) The pre Scheme and post Scheme net worth certificate of the Transferee Company is annexed and marked as **Annexure 4.**

3. **Details of the Non-Petitioner Company/Transferor Company:**

(a) **M/s CLEAN COATS PRIVATE LIMITED** ("Non-Petitioner Company" or "Transferor Company") was incorporated on 31.12.1999 under the provisions of the Companies Act, 1956 and the certificate of incorporation to that effect was issued by the Registrar of Companies, Maharashtra (Mumbai). The Corporate Identity Number (CIN) is U28920MH1999PTC123428.

(b) The Transferor Company is engaged in the manufacturing of specialty coatings products including elastomeric PU, tank link coating, epoxy / PU flooring, water proofing systems, construction chemicals and its application / contracting. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The Certificates of Incorporation and updated copy of the Memorandum of Association and Articles of Association of the Transferor Company are annexed and marked as **Annexure – 5.**

(c) The share capital structure of the Transferor Company as on 12.02.2026 is as follows:

Particulars	**Amount in INR.**
Authorized Share Capital	
2,00,000 Equity Shares of INR 100 each	2,00,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
1,67,300 Equity Shares of INR 100 each fully paid up	1,67,30,000
Total	**1,67,30,000**

Subsequent to the above, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company. The Transferor Company is a wholly owned subsidiary of the Transferee Company.

(f) The latest standalone audited financial statements of the Transferor Company for the financial year ended as on 31.03.2025 and the standalone provisional financial statements of the Transferor Company as on 28.02.2026 are annexed and marked as **Annexure 6A** and **Annexure 6B,** respectively.

4. **JURISDICTION OF THE BENCH:**

The registered office of the Transferee Company is situated within the State of Telangana and hence the subject-matter of this Petition is within the jurisdiction of this Hon'ble National Company Law Tribunal, Hyderabad Bench.

The registered office of the Transferor Company is situated in the State of Maharashtra, therefore, the Transferor Company has filed a separate Company Application with the Hon'ble National Company Law Tribunal, Mumbai Bench.

5. **OVERVIEW OF THE SCHEME:**

The Scheme of Amalgamation of the Transferor Company with the Transferee Company and their respective shareholders.

6. **RATIONALE AND PURPOSE OF THE SCHEME:**

The rationale and the benefits of the amalgamation of the Transferor Company with the Transferee Company are as follows:

(i) By combining manufacturing facilities, administrative operations, and distribution networks, the Transferee Company will have the ability to reduce redundancies, enhance productivity, and will allow pooling of resources across manufacturing, procurement, and supply chain management, ensuring that both raw material costs and operational expenses are minimized through more efficient utilization of assets;

(ii) The merger will result in a simplified management structure, with the leadership team of the Transferee Company overseeing the unified operations. This will improve decision-making speed, foster a cohesive corporate culture, and optimize governance across all business units;

(iii) The employees of the Transferor Company will have the opportunity to work within a larger, more robust organization, which is expected to create greater career growth opportunities;

(iv) The shareholders of the Transferee Company will benefit from the operational synergies arising pursuant to the merger; and

(v) The customers of the Transferor Company will benefit from an expanded product portfolio, improved service delivery,

and access to a larger network of distribution channels, positioning the Company as a more competitive player in the market.

Accordingly, the Scheme is in the interest of the Parties involved and their respective stakeholders.

7. **BOARD OF DIRECTORS:**

The Board of Directors of the Transferor Company at its Board Meeting held on 12.02.2025 and the Transferee Company at its Board Meeting held on 13.02.2026 have approved the Scheme of Amalgamation between the Transferor Company with Transferee Company and their respective shareholders. True Copies of the respective board resolutions of the Transferor Company and the Transferee Company are annexed and marked as **Annexure 7 Colly.**

8. As the proposed Scheme envisages amalgamation of the Transferor Company (wholly owned subsidiary of the Petitioner Company) with the Petitioner Company (holding company), in view of Regulation 37(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") read with the Master Circular on schemes of arrangement dated 20.06.2023 (reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93) issued by the Securities and Exchange Board of India ("**SEBI**") ("**Master Circular**"), seeking prior approval from SEBI and the Stock Exchanges is not

required. Further, in compliance with Regulation 37(6) of the SEBI LODR, the Petitioner Company has filed the copy of the aforesaid Scheme and board resolutions of the Petitioner Company and the Transferor Company approving the Scheme, with the Stock Exchanges for the purpose of disclosure. A copy of the email dated 13.03.2026 sent to BSE Limited and acknowledgement received from the National Stock Exchange of India Limited dated 13.03.2026 for uploading the aforesaid documents on the NEAPS portal are annexed and marked as **Annexure 8A**. Further, an extract of the Regulation 37(6) of the SEBI LODR and Paragraph 4 of the Master Circular is annexed and marked as **Annexure 8B**.

9. **DETAILS OF SHAREHOLDERS AND CREDITORS:**

(a) As on 31.12.2025, the Transferee Company has 30,529 equity shareholders holding 75,40,899 equity shares.

(b) The Transferee Company has no preference shareholders.

(c) As on 28.02.2026, the Transferee Company has 3 secured creditors having an outstanding amount of INR 1,71,83,54,167/- and 2102 unsecured creditors having an outstanding amount of INR 3,50,23,92,424.38.

Certificates issued by Mr. G Ganesh, CA, Independent Chartered Accountant about the details of shareholders and creditors are annexed and marked as **Annexures 9, 10, 11** respectively.

10. **CONSIDERATION:**

Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Company shall stand cancelled without any further application, act or deed.

11. **COMPLIANCE OF ACCOUNTING STANDARD:**

The accounting treatment mentioned in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. Copy of the certificate issued by BSR and Co, the Statutory Auditor of the Petitioner Company certifying that the accounting treatment as specified in the Scheme, is in compliance with all the applicable accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time is annexed and marked as **Annexure 13.**

12. **DECLARATION:**

(a) The Petitioner Company states that there are no insolvency petitions initiated or pending against the Petitioner Company and there are no other investigation proceedings initiated or pending against the Petitioner Company under the provisions of the Act.

(b) The Petitioner Company submits that the Scheme is not prejudicial to the interests of the concerned stakeholders or

public at large. The Scheme does not exceed the thresholds as prescribed under the Competition Act, 2002 and therefore no approval from the Competition Commission of India is required.

(c) This Company Petition is made bona fide and in the interests of justice.

(d) The Petitioner Companies will suffer irreparable loss and prejudice unless an order is made as prayed for.

13. **FIRST MOTION APPLICATION:**

This Tribunal vide Order dated 29.04.2026, disposed of the said application C.A. (CAA) No. 15/230/HDB/2026 by dispensing with the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferee Company. A certified copy of the said Order is annexed and marked as **Annexure 12**.

14. Subsequently, as per directions of this Tribunal dated 11.06.2026, notice was issued to all statutory authorities. In compliance with the directions of this Tribunal, publication was carried out in the Business Standard (English Language) and Nava Telangana (Telugu Language) on 16.07.2026. Proof of Publication and Proof of Service of notice of hearing have been filed by way of an Affidavit dated 03.08.2026 (07.08.2026).

15. **OBSERVATIONS BY REGIONAL DIRECTOR:**

The Regional Director, vide Report/Affidavit has filed on 07.08.2026 (10.08.2026) has made certain observations. The Petitioner Company has filed Reply/Affidavit on 19.08.2026

(20.08.2026), in response to the observations made by the Regional Director. The Regional Director, have filed Additional Affidavit/Report on 03.09.2026 (04.09.2026), in response to the Reply/Affidavit of the Petitioner Company. The details are given below:

Para Nos.	Regional Director's Observations	Petitioner Company Reply Affidavit	Regional Director's further Observations
3(a) to (e), 5(a) to (c), (e), (g), (h) & (j)	It is submitted by the Petitioner Company that the report filed by the office of the Regional Director (SER) reiterates the facts on record and hence need not be traversed.		
3(f)	The Hon'ble Tribunal may direct the Petitioner Company to preserve its books of accounts and papers and records and shall not be disposed off without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.	The Petitioner Company undertakes to preserve its books of accounts and papers and records and shall not be disposed off without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.	The Petitioner Companies have undertaken to comply with the same.
3(g)	The Hon'ble Tribunal may direct the Petitioner Company to ensure statutory compliance of all applicable laws and on sanctioning of the present Scheme the applicant company shall not be absolved for any of its statutory liability in any manner.	The Petitioner Company undertakes to ensure statutory compliance of all applicable laws and shall continue to discharge statutory liabilities of the Transferor Company and the Transferee Company and shall not be absolved of any liability by virtue of this Scheme. However,	The Petitioner Companies have undertaken to comply with the same.

		the Petitioner Company preserves its rights and remedies under the applicable law to defend its claim before any appropriate regulatory authority, forum, court or tribunal.	
4	With reference to this Directorate's letter dated 02.07.2026, issued to The Addl. Commissioner of Income Tax, Hyderabad, till date no reply/ comments in the matter have been submitted to this Directorate Hon'ble Tribunal may be pleased to direct the Petitioner Company to furnish an undertaking that, if any demand arises from the Income Tax Department with respect to Transferee Company, Transferee Company is ready to pay the said dues as per rules.	The Petitioner Company undertakes that, if any demand arises from the Income Tax Department with respect to Transferee Company, the Transferee Company shall make payment of the said dues in accordance with law, subject to rights and remedies available to the Petitioner Company under the provisions of the Income Tax Act.	The Petitioner Companies have undertaken to comply with the same.
5(d)	That the appointed date mentioned in the Scheme is 11-11-2025. The Petitioner Company may be directed to specify the reason for choosing the above said date as Appointed Date.	The Petitioner Companies submits that the Appointed Date i.e., 11th November 2025 has been clearly indicated in the Scheme in accordance with provisions of section 232(6) of the Companies Act, 2013 and the Scheme shall be effective from the Appointed Date. Further, the First Motion Application was filed on 25 March 2026, which is well	The reply of the company may kindly be considered by the Hon'ble Tribunal.

		within the timeline of 1 (One) year, as prescribed by the MCA Circular. Hence, the Petitioner Company states that it is in compliance with the applicable requirements of the Circular no. F. No. 7/12/2019/CL-1 dated 21-08-2019 issued by the Ministry of Corporate Affairs. Further, it is a well-settled law that the choice of an Appointed Date is commercial wisdom of Board of Directors and its stakeholders. Further, Clean Coats Private Limited, the Transferor Company was acquired by the Transferee Company as on 11 November 2025. The acquisition date has been chosen as the Appointed Date from which the business operations of the Transferor and the Transferee Companies shall be consolidated. The consolidation of business shall be beneficial to the shareholders and creditors of the Transferor Company and the Petitioner Company. Without prejudice to the above, the present Scheme involves	

		amalgamation of wholly owned subsidiary with its holding company and other consequential matters connected thereto in the Scheme, wherein it does not adversely affect the rights of any stakeholders of any of the Companies.	
5(f)	That as per Clause 5 of Part-II of the Scheme, it is stated that all the employees of the Transferor Company shall become employees of the Transferee Company on terms and conditions not less favourable than those on which they are engaged by the Transferor Company without interruption in service. ln this regard, the Transferee Company may be directed to explain the measures that are being taken for protecting the interests of the employees since the Transferor Company is located in Maharashtra.	The Petitioner Company submits that upon the Scheme becoming effective, all employees of the Transferor Company shall become employees of the Transferee Company on terms and conditions no less favourable than those on which they are engaged by the Transferor Company without interruption in service.	The Petitioner Companies have undertaken to comply with the same.
5(i)	That as per Clause 10.1 of the Scheme, the authorized share capital of the Transferor Company as on the Effective Date will be combined with the authorised share capital of the Transferee Company and accordingly the authorised share capital of the Transferee Company shall stand increased	The Petitioner Companies undertakes that it would comply with the provisions set out in Section 232(3)(i) of the Companies Act, 2013 and that the fee, if any, paid by the Transferor Company on its authorized share capital shall be set off against any fees payable	The Petitioner Companies have undertaken to comply with the same.

	without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fee to Roc. ln this regard, the Transferee Company may be directed to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 and pay the differential fee after setting off the fee already paid by the Transferor Company	by the Petitioner Company on its authorized share capital subsequent to the amalgamation, if applicable. Further, it is submitted that for increase in the authorised share capital of the Petitioner Company as a consequence of the proposed Scheme, the Petitioner Company shall pay the balance / differential amount of the fees, as may be applicable.	
5(k)	That the Transferee Company being a listed public company, the Company may be directed to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other circulars issued by SEBI from time to time and also be directed to furnish an undertaking before the Hon'ble Tribunal in this regard.	The Petitioner Company, being a Company listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") has filed the Scheme with BSE and NSE for disclosure purposes in compliance with Regulation 37(6) of the SEBI Regulations issued in this regard, since the Scheme involves amalgamation of a wholly owned subsidiary with its holding Company. The Petitioner Company undertakes to comply with directions of BSE, NSE and SEBI, if issued and applicable in this regard.	The Petitioner Companies have undertaken to comply with the same.
5(l)	That as seen from the Balance Sheet of the Transferee Company as at	The Petitioner Company confirms that it has complied with the	The reply of the company may kindly be

	31.3.2025, the company has related party transactions and inter-corporate loans & advances/ guarantee to the tune of Rs.6303 lakhs. ln this regard, the company may be directed to show the compliance of the provisions of Section 177, 185/186 & 188 of the Companies Act, 2013 and furnish an undertaking before the Hon'ble Tribunal with regard to the compliance of the above provisions.	requirements of Sections 177, 185, 186 and 188 of the Companies Act, 2013, wherever applicable, and undertakes to continue to comply with such aforesaid provisions, as may be applicable, from time to time. Further, there are no qualifications or remarks of the Auditor for non-compliance of any of the provisions of the Companies Act, 2013.	looked into by the Hon'ble Tribunal.
5(m)	That the company has granted Employee Stock Option Scheme 2019 and 2023. ln this regard, the company may be directed to furnish the details and also compliance of the provisions of Section 62 of the Companies Act, 2013 and the rules made thereunder before the Hon'ble Tribunal.	The Petitioner Company states that it has granted Stock Options under the Company's Employee Stock Option Scheme 2019 and 2023 and undertakes to comply with the provisions of Section 62 of the Companies Act, 2013 and the rules made thereunder as and when applicable.	The Petitioner Companies have undertaken to comply with the same.
5(n)	That as seen from the Independent Auditors' report attached to the Balance Sheet as at 31.3.2025, under "key audit matters" it is stated that the company has non-current investments in its subsidiary, HIL International GMBH, Germany amounting to INR 27346.24 lacs and the company's investments in subsidiary are valued at	The Petitioner Company submits that the key audit matters identified by its Statutory Auditors in the Independent Auditors' Report on the standalone financial statements for the financial year ended 31 March 2025 relating to non-current investments in its subsidiary, BirlaNu International GMBH, Germany (formerly HIL	The reply of the company may kindly be looked into by the Hon'ble Tribunal.

	cost less provision for other temporary impairment and these investments are assessed for impairment when an indicator of impairment exists. ln this regard, the company may be directed to explain and also state whether the Board has addressed in this Board report or not.	International GMBH, Germany), does not constitute an audit qualification. Accordingly, the Petitioner Company was not required to address this matter in its Board's Report. Additionally, it is stated that the Management of the Petitioner Company annually assesses the existence of impairment indicators and performs impairment testing if there is any indicator.	
5(o)	That as seen from the Balance Sheet of the Transferee Company as at 31.3.2025, it is mentioned that there are certain disputes against the landed property of the company and the process of transfer of property in the name of the company is in progress. ln this regard, the company may be directed to status the present status of the same.	The Petitioner Company states that there are certain disputes against the landed property of the Petitioner Company and the process of transfer of property in the name of the company is in progress, which is subject to directions of a regulatory authority. It is stated that since these proceedings concern the Transferee Company, which will continue to exist upon the Scheme becoming effective, they will not adversely affect the implementation or operation of the Scheme.	The reply of the company may kindly be considered by the Hon'ble Tribunal.
5(p)	That as seen from the Balance Sheet of the Transferee Company as at 31.3.2025, there are huge disputed statutory dues payable by the company towards CST, GST, Income	The Petitioner Company states that it will undertake to make payment of statutory dues including towards CST, GST, Income Tax, Wealth Tax etc as may be	The Petitioner Companies have undertaken to comply with the same.

	Tax, Wealth Tax etc. ln this regard, the Transferee Company may be directed to settle the dues as and when crystalized and demand is made by the statutory authorities.	applicable and when the same crystalizes and demand is made by the statutory authorities in accordance with law.	
5(q)	That the company owes a sum of Rs.2436.50 lakhs towards MSME. Hence, the company may be directed to settle the dues if not settled so far.	The Petitioner Company states that it will undertake to make payment towards MSME, as may be applicable, in accordance with law. Further, the Petitioner Company is a Transferee Company under the Scheme and shall continue to remain in existence and any pending dues shall not be affected by virtue of the present Scheme.	The Petitioner Companies have undertaken to comply with the same.
5(r)	That as per master data of the company, there are open charges pending against the company. ln this regard, the company may be directed to furnish NOCs obtained from the Charge holders before the Hon'ble Tribunal.	The Petitioner Company states that in terms of the order dated 29th April 2026 of the Hon'ble Tribunal in Company Application No. C.A.(CAA)/15/230/HDB /2026, meetings of the secured and unsecured creditors of the Transferee Company were dispensed with in view of the fact that the Transferor Company is a wholly-owned subsidiary of the Transferee Company. It is stated that since these open charges concern the Transferee Company, which will continue to exist upon the Scheme	The reply of the company may kindly be considered by the Hon'ble Tribunal.

		becoming effective, they will not adversely affect the implementation or operation of the Scheme. Hence, the said requirement is not applicable by virtue of order of the Hon'ble Tribunal.	
5(s)	That as seen from the Balance Sheet of the Company, the company has foreign exchange transactions. ln this regard, the company may be directed to comply with FEMA/RBl Regulations.	The Petitioner Company states that it undertakes to comply with FEMA/RBI Regulations, as applicable, from time to time. Further, the Scheme shall not entail any issuance of shares and hence, the Petitioner Company shall not be required to comply with FEMA/RBI Regulations in relation to the present Scheme.	The Petitioner Companies have undertaken to comply with the same.
5(t)	That the Transferor Company is registered in the State of Maharashtra and it is not known whether the company has filed any application before Hon'ble NCLT at Mumbai. Hence, the Hon'ble Tribunal may pass the order on merits considering the outcome of the petition filed in respect of Transferor Company at Mumbai.	The Petitioner Company states that the Transferor Company has filed a separate First Motion Application vide C.A. (CAA) / 80 (MB) / 2026 and separate Second Motion Petition vide. C.P. (CAA) / 92 (MB) / 2026 for seeking sanction to the Scheme in relation to the Transferor Company. The Petitioner Company states that the Petitioner Company and the Transferor Company shall duly comply with directions of the Hon'ble Tribunal at Mumbai with regard to the	The reply of the company may kindly be considered by the Hon'ble Tribunal.

		implementation of the Scheme.	
5(u)	That as per Section 240 of the Companies Act, 2013, the liability in respect of offences committed under the Companies Act by the Officers in default or directors of or any person in connection to the Transferor Company prior to merger, amalgamation or acquisition shall continue after such merger, amalgamation, or acquisition.	The Petitioner Company states that proceedings concerning the Transferor Company and/ or its Directors or KMPs or officers, prior to amalgamation shall not abate, be discontinued or be affected in any manner by reason of the amalgamation and that such proceedings shall be continued, prosecuted and enforced by or against the Transferee Company in the manner and in terms of Clause 6 of the Scheme.	The reply of the company may kindly be considered by the Hon'ble Tribunal.

From the above reports of the Regional Director, it can be understood that there are no tenable objections raised and that the queries posed to the Petitioner Companies were also answered. Hence, the directions as sought by the Regional Director (RD) would stand complied by the Petitioner Companies.

16. **OBSERVATIONS BY THE OFFICIAL LIQUIDATOR:**

The Official Liquidator filed his Report vide OLR No. 52/2026 dated 10.08.2026 (11.08.2026), making certain observations on the Scheme. In response thereto, the Petitioner Companies filed their Reply/Affidavit dated 19.08.2026 (20.08.2026), which are mentioned below:

Para Nos.	Official Liquidator's Observations	Petitioner Company Reply Affidavit
3	That, upon receipt of the above notice dated 15-06-2026 from the Transferee Company, the Official Liquidator vide letter dated 30-06-2026 has sought for requisite information from the Transferee Company as required to file a report before this Hon'ble Tribunal under Section 230(5) of the Companies Act, 2013. In response to the above letter, the Transferee Company vide letter dated 31-07-2026 has stated that the notice has been served to the Official Liquidator by way of abundant caution and in compliance with the orders of this Hon'ble Tribunal dated 11-06-2026 and further stated that, pursuant to the Scheme the Transferee Company will continue to exist and hence, no report is required to be obtained from the Official Liquidator in the present Company Petition. A copy of the letter dated 31-07-2026 received from the Transferee Company is enclosed herewith and marked as **Annexure-"A"**	The Petitioner Company submit that, pursuant to the order dated 11 June 2026 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench in CP (CAA) 22/230/HBD/2026, the Petitioner Company issued a notice dated 15 June 2026 ("Statutory Notice") to the Official Liquidator under Section 230(5) of the Companies Act, 2013. By letter dated 30 June 2026, the Official Liquidator sought certain information and documents with respect to the proposed Scheme. The Petitioner Company, by its letter dated 31 July 2026, clarified that it is the Transferee Company and will continue to exist upon implementation of the Scheme, and that the Statutory Notice had been issued by way of abundant caution and in compliance with applicable statutory requirements. Accordingly, no report from the Official Liquidator is required in CP (CAA) 22/230/HBD/2026. A copy of the said letter dated 31 July 2026 of the Petitioner Company bearing acknowledgement of receipt by the Official Liquidator is annexed and marked as **Annexure A-1.** Accordingly, upon consideration of the aforesaid response by the Petitioner Company, the Official Liquidator thereafter issued the OL Report in relation to the proposed Scheme.

17. With regard to the observations made in Paragraph Nos.1 and 2 of the OL Report are concerned, it is submitted that the observations are factual in nature and are not required to be traversed.

From the above report of the Official Liquidator and reply furnished by the Petitioner Companies, it can be understood that there are no tenable objections raised and that the queries posed to the Petitioner Companies were also answered. Hence, the directions as sought by the Official Liquidator would stand complied by the Petitioner Companies.

18. **OBSERVATIONS BY THE INCOME TAX DEPARTMENT**:

The Deputy Commissioner of Income Tax, Circle-1(1), Hyderabad, Room No.724, 7th Floor, B Block, Income Tax Towers, A C Guards, Masab Tank, Hyderabad-500004 has filed report on 14.08.2026 (16.09.2026). The Petitioner Companies have filed Reply/Affidavit on 07.09.2026 (08.09.2026), which are mentioned below:

Point Nos.	Observations of Income Tax Department	Reply/Affidavit by the Petitioner Companies
3.1.	As per the available records, there are following proceedings pending as per the I.T. Act, 1961 in case of M/S. BIRLA NU LIMITED (TRANSFEREE COMPANY – PETITIONER COMPANY): i. Proceedings u/s 147 of the I.T. Act – A.Y. 2021-22	The Petitioner Company undertakes to take all necessary steps in the proceedings in accordance with law.

	ii. Proceedings u/s 143(3) of the I.T. Act – A.Y. 2024-25 iii. Proceedings u/s 143(3) of the I.T. Act – A.Y. 2025-26 iv. Appeal proceedings before CIT(A) for A.Ys. 2020-21 & 2022-23	
3.2.	As per available records, there is an outstanding demand of Rs.10,00,91,166/- for various Assessment Years in case of M/S. BIRLA NU LIMITED (TRANSFEREE COMPANY – PETITIONER COMPANY). In this regard, copy of Demand Analysis and Recoverability status report from ITBA is enclosed as Annexure.	The Petitioner Company states that the Transferee Company shall make payment of the said dues in accordance with law, subject to the rights and remedies available under the provisions of the Income-tax Act, 1961.
3.3	Since, there are pending demands and proceedings, in the interest of revenue, the applicant is filing report/objection against the proposed scheme of Amalgamation between M/S. CLEAN COATS PRIVATE LIMITED (TRANSFEROR COMPANY – NON-PETITIONER COMPANY) and M/S. BIRLA NU LIMITED (TRANSFEREE COMPANY - PETITIONER COMPANY), unless the interest of revenue is protected in recovery of demand along with interest and penalties, as applicable, from M/S. BIRLA NU LIMITED (TRANSFEREE COMPANY - PETITIONER COMPANY), and also that in the event, this Hon'ble NCLT proposes to approve the scheme of amalgamation, this Hon'ble Tribunal may be pleased to pass orders that the Resultant	The Petitioner Company undertakes that the Transferee Company, being the Transferee Company upon the Scheme becoming effective, shall continue to be liable for all income tax dues, demands, penalties and interest of the Transferee Company. The Scheme does not seek to absolve the Transferee Company of any of its liabilities. The Transferor Company is a wholly-owned subsidiary of the Transferee Company, and upon the Scheme becoming effective, all assets and liabilities of the Transferor Company shall stand transferred to and vested in the Transferee Company. The Petitioner Company therefore submits that the interest of the revenue is duly protected.

	company shall be liable to pay and honour all dues in respect of M/S. BIRLA NU LIMITED (TRANSFEREE COMPANY - PETITIONER COMPANY) or pass any such orders in the interest of revenue and recovery.	
3.4	The above information is shared as per data on record as on today. However, in case of any adverse finding or tax implication arising in future, the transferee company shall be liable for the same as per GAAR provisions/Income-tax Act, 1961.	The Petitioner Company undertakes that any adverse finding or tax implication arising in future shall be addressed by the Transferee Company in accordance with the provisions of the Income-tax Act, 1961, including the General Anti Avoidance Rules (GAAR), as applicable.

From the above report of the Income Tax Department and reply furnished by the Petitioner Companies, it can be understood that there are no tenable objections raised and that the queries posed to the Petitioner Companies were also answered. Hence, the directions as sought by the Income Tax Department would stand complied by the Petitioner Companies.

OUR OBSERVATIONS:

19. We have heard the Learned Counsel for the Petitioner Companies and perused the material papers on record. Considering the entire facts and circumstances of the case and on perusal of the Scheme, Report of the Regional Director, Official Liquidator, and Income Tax Department and reply/undertakings of the Petitioner Company thereon, and the documents produced on record, we consider that the Scheme of Amalgamation is fair and reasonable and is not contrary to public policy and not violative of any

provisions of law. All the statutory compliances have been made under Sections 230 to 232 of the Companies Act, 2013.

ORDER

20. After hearing the Learned Counsel for the Petitioner Companies and after perusing the documents filed, we pass the following order:-

(a) The Scheme of Amalgamation which is filed as **Annexure 1** from **Page Nos.46-60** of the Petition by the Petitioner Companies is hereby sanctioned and confirmed with effect from the appointed date (11.11.2025) in terms of the Scheme and shall be binding on all the equity shareholders, creditors, employees, concerned statutory and regulatory authorities and all other stakeholders of the Petitioner Companies.

(b) We direct the Transferee Company to comply with all the observations pointed out by the Income Tax Department, Official Liquidator and the Regional Director (SER).

(c) In order to safeguard the interests of the Income Tax Department, the Transferee Company shall be liable to pay and discharge all outstanding dues of the Transferor Company including recovery of any demand together with applicable interest and penalties, arising from Transferor Company.

(d) We direct the Transferee Company to preserve the Books of Accounts and papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.

(e) We direct the Transferee Company to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme, the Transferee Company shall not be absolved for any of their statutory liability in any manner.

(f) All the property, rights and powers of Transferor Company be transferred with effect from the Appointed date without further act or deed to Transferee Company/Petitioner Company and vest in Transferee Company.

(g) All the legal proceedings which are pending or which are against the Transferor Company in so far as they relate to the Transferor Company shall be pursued by the Transferee Company.

(h) The Transferee Company is directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.

(i) The sanction of the Scheme by this Tribunal shall not forbid the revenue authorities from taking appropriate recourse for

recovering the existing and previous tax liabilities of the Transferor Company and the Transferee Company.

(j) We direct the Transferee Company involved in the Scheme to comply with Rule 17(2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days, after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.

(k) The Transferee Company is further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of Amalgamation under the provisions of the Companies Act, 2013.

(l) Any person shall be at the liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

Accordingly, the **CP(CAA) No.22/230/HDB/2026** is allowed and stands disposed of.

Sd/-
SANJAY PURI
MEMBER (TECHNICAL)

Sd/-
RAJEEV BHARDWAJ
MEMBER (JUDICIAL)

Apoorva