NATIONAL COMPANY LAW TRIBUNAL
COURT-V, MUMBAI BENCH

1. C.A.(CAA)/109(MB)2026

IN THE MATTER OF

NM Automation & Control Private Limited

U/s 230-232, & 234 of the Companies Act, 2013

Order Delivered on 18.08.2026

CORAM:

SH. VINAY GOEL MEMBER (J)	SH. CHARANJEET SINGH GULATI MEMBER (T)

Appearance through VC/Physical/Hybrid Mode:

For the Applicant Company: Adv Ashutosh Gupta and Adv Ajitesh Kumar (VC)

For the Respondent:

ORDER

C.A.(CAA)/109(MB)2026- The above C.A.(CAA)/109(MB)2026 is listed for pronouncement of order. The same is pronounced in open Court, vide a separate order.

Sd/- VINAY GOEL Member (Judicial)	Sd/- CHARANJEET SINGH GULATI Member (Technical)

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NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH – V

C.A. (CAA) / 109 (MB) / 2026

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

AND

In the matter of Scheme of Amalgamation of NM Automation & Control Private Limited ("NMACPL" or Transferor Company) with Sonepar India Private Limited ("SIPL" or "Transferee Company") and their respective shareholders.

NM Automation & Control Private Limited)
Having its registered office at 326/327,)
Building No. 2, Sonal Link Industrial)
Estate Link Road, Malad (West),)
Mumbai, Maharashtra, India, 400064)

CIN: U74900MH2007PTC171966)

… Applicant Company/
Transferor Company

Sonepar India Private Limited)
Having its registered office at 507, 5th)
Floor, Bhikaiji Cama Bhawan, Bhikaiji)
Cama Place, New Delhi, 110066)
CIN: U51109DL2009PTC94818)

… Transferee Company

Order delivered on: 18.08.2026

***Coram*:**

Shri Vinay Goel	Shri Charanjeet Singh Gulati
Member (Judicial)	Member (Technical)

Appearances:

For the Applicant: Adv. Ashutosh Gupta and Adv. Ajitesh Kumar

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ORDER

1. Heard the Learned Counsel for the Transferor Company.

2. The Learned Counsel submits that the present Scheme is a Scheme of Amalgamation of NM Automation & Control Private Limited ("**Transferor Company/ Applicant Company**") and Sonepar India Private Limited ("**Transferee Company**") and their respective Shareholders under sections Section 230 and 232 of the Companies Act, 2013 read with the applicable rules made thereunder.

3. It is also submitted that the Transferee Company is having its registered office within the jurisdiction of the NCLT, New Delhi and accordingly the Transferee Company has filed a similar application with NCLT Tribunal, New Delhi. The registered office of the Transferor Company is situated in Malad (West), Mumbai, Maharashtra. Therefore, the territorial jurisdiction of the Applicant Company falls within this Bench.

4. The Learned Counsel for the Transferor Company submits that the Board of Directors of the Applicant Companies in their respective meetings held on 11th May, 2026 have approved the scheme of Amalgamation. The Board Resolutions of the Transferor Company approving the Scheme of the Applicant Companies are annexed to the Company Scheme Application as "**Annexure 2"** (Pages 56-58 of Volume I). The Board Resolutions of the Transferee Company approving the Scheme of the Applicant Companies are annexed to the Company Scheme Application as "**Annexure 9"** (Pages 191-192of Volume II).

5. The Appointed date under the Scheme is 1st April, 2026.

Nature of Business of the Applicant Company/Transferor Company:

6. The Learned Counsel submits that the Applicant Company (Transferor Company), namely, *NM Automation & Control Private Limited* is engaged in the business of manufacturer, exporter, importer and dealer of Programmable Logic Controllers, A.C. Drives, Lighting Controls, Home, Office & Building Automation Products, Security & Surveillance Systems, SCADA Systems, Automation & instrumentation Products, Engineering Products, Automation Systems, Software Development & Modifications, Services for Erections, Installations & Commissioning, Repairing and to handle turnkey projects & instrumentation and business of manufacturer, exporter, importers and dealers of computer hardware, software and other related equipment, machineries,

processes and to act as consulting engineers and provide technical know-how and any kinds of services, advising or training in technology, system analysis, kinds of electrical and electrical goods. The entire version of main object of the Applicant Company is available in the Memorandum of Association which is annexed to the Company Scheme Application as "**Annexure 1**" (Page 37 – 43 of Volume I).

Rationale of the Scheme as submitted, is as under:

7. The Learned Counsel for the Applicant Company further submits that the rationale for the Scheme is as follows:

   i. *The proposed amalgamation of the Transferor Company with the Transferee Company would enable consolidation of the Company thereby leading to unlocking of values of the consolidated Transferee Company;*

   ii. *The independent operations of Transferor Company and Transferee Company leads to incurrence of significant costs and thus the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving;*

   iii. *The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the Company thereby accelerating growth, expansion and development of their business;*

   iv. *The amalgamation would also provide the Transferee Company a strong and focused base to undertake the business more advantageously;*

   v. *The Scheme does not have any adverse effect on either the shareholders or the employees or the creditors of the Transferor Company.*

The other benefits expected to arise from the proposed Scheme of Amalgamation are as follows:

a. *Amalgamating NMACPL with SIPL will give the consolidated company better opportunities, better finances, and adequate resource mobilization to sustain growth;*

b. *Strengthening and consolidating the position of SIPL and enabling it pursuant to the Scheme of amalgamation/merger contemplated herein to participate more vigorously and profitable in an increasingly competitive and liberalized market;*

c. *Consolidation of business and enhancement of economic value addition and shareholders' value;*

d. *Enabling better leverage of facilities infrastructure and human resources and for better administration;*

e. *Augmenting and strengthening core business of SIPL resulting in enhancement of shareholders' value of both NMACPL and SIPL;*

f. *Enabling the amalgamated entity to raise funds from the banks, financial institutions on better terms;*

g. *The merger will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out each by NMACPL and SIPL and also to avoid duplication of administrative functions and eliminate multiple record-keeping;*

h. *The merger will inure to the benefit of NMACPL and SIPL, their shareholders, creditors, employees and all concerned and will enable these companies to achieve and fulfil their objectives more efficiently and economically;*

i. *NMACPL and SIPL have in principle formulated the present Scheme as it would augur to the benefit of all the stake holders.*

The rationale forming part of the entire Scheme of Amalgamation is attached to the Company Scheme Application as "**Annexure 12**" (Page 272-314 of Volume II).

8. It is submitted that the Applicant Company have obtained certificate from Statutory Auditor, M/s. ASA & Associates LLP, Chartered Accountants dated 28th May, 2026 certifying that Accounting Treatment contained in paragraph 15 of the Scheme is as prescribed under Section 133 of the Companies Act, 2013 are in conformity which is annexed to this Company Scheme Application as "**Annexure 13**" (Page 315-317 of Volume II).

Share Capital:

9. The Learned Counsel for the Applicant Company submits that the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor and Transferee Company are as under:

i. Applicant Company/Transferor Company as on 31st March, 2025:

Particulars	Amount (In Rs.)
Authorized Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	**50,00,000**
Issued, Subscribed and Paid-up Share Capital	
4,00,000 equity shares of Rs.10/- each fully paid up	40,00,000
Total	**40,00,000**

ii. Transferee Company as on 31st March, 2025:

Particulars	Amount (In Rs.)
Authorized Share Capital	

21,00,00,000 Equity Shares of Rs.10/- each	210,00,00,000
Total	**210,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
19,97,55,200 equity shares of Rs.10/- each fully paid up	1,99,75,52,000
Total	**1,99,75,52,000**

10. It is submitted that there has been a change in the authorized share capital and paid up share capital of the Transferee Company after 31st March, 2026. Accordingly, as on 30th April, 2026 the revised capital structure of the Transferee Company is as follows:

Particulars	Amount (In Rs.)
Authorized Share Capital	
21,37,00,000 Equity Shares of Rs.10/- each	213,70,00,000
Total	**213,70,00,000**
Issued, Subscribed and Paid-up Share Capital	
19,97,55,212 equity shares of Rs.10/- each fully paid up	1,99,75,52,120
Total	**1,99,75,52,120**

Consideration:

11. Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company with the Transferee Company, no shares of the Transferee Company shall be issued or allotted in lieu of the shares of the Transferor Company, as the entire issued, subscribed and paid-up share capital of the Transferor Company is held by the Transferee Company and/or its nominee(s) for and on behalf of the Transferee Company. Accordingly, no consideration shall be payable in any form, whether in cash, shares, or otherwise.

12. The entire issued, subscribed and paid-up share capital of the Transferor Company shall automatically stand cancelled and extinguished upon the

Scheme becoming effective, without any further act, instrument, or deed, whether such shares are held in physical or dematerialized form.

13. The investment held by the Transferee Company in the Transferor Company, including the shares held by its nominee(s) on its behalf, shall, without any further act, deed or instrument, stand cancelled and extinguished upon the Scheme becoming effective.

The detail consideration is annexed to this Company Scheme Application as "**Annexure 12**" (Page 300-301 of Volume II).

Meeting of Shareholders:

14. The Learned Counsel for the Applicant Company submits that as on 30th April, 2026, there are 2 (Two) Equity Shareholders in the Transferor Company. The certificate dated 28th May 2026 as issued by Mr. Prateet Kumar Mittal, M/s. ASA & Associates LLP, Chartered Accountants, certifying the list of Equity Shareholder of the Transferor Company is annexed to the Company Scheme Application as "**Annexure 3 Colly**" (Page 59-62 of Volume I). The convening and holding of the Equity Shareholders meeting of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme is dispensed with in view of the Consent Affidavits given by all the Equity Shareholders of the Applicant Company which is attached as "**Annexure 3 Colly**" (Page 63-68 of Volume I).

Meeting of Secured Creditors:

15. The Learned Counsel submits that there are no Secured Creditor in the Transferor Company as on 30th April, 2026. Therefore, requirement of convening meeting of the Secured Creditors of the Transferor Company does not arise.

16. The certificate dated 28th May, 2026 as issued by Mr. Prateet Kumar Mittal, M/s. ASA & Associates LLP, Chartered Accountants, certifying that the Transferor Company does not have any Secured Creditors of the Applicant Company is annexed to the Company Scheme Application as "**Annexure 7 (Colly)**" (Page 145 – 148 of Volume I).

Meeting of Unsecured Creditors:

17. The Learned Counsel for the Applicant Company submits that there are 69 (Sixty - Nine) Unsecured Creditors having aggregate amount of Rs. 12,57,79,426.99/- in the Applicant Comapny/Transferor Company as on 30th April, 2026. The certificate dated 28th May, 2026 as issued by Mr. Prateet Kumar Mittal, M/s. ASA & Associates LLP, Chartered Accountants, verifying the list of Unsecured Creditors of the Transferor Company which is annexed to the Company Scheme Application as "**Annexure 7 (Colly)**" (Page 151–154 of Volume I).

18. The Applicant Company have sought for convening and holding meeting of Unsecured Creditors of the Applicant Company. In these circumstances, as the proposed Scheme is a composite scheme of amalgamation of the Transferor Company with the Transferee Company, and their respective shareholders, this Tribunal hereby direct the Applicant Company to convene and hold meeting of the Unsecured Creditors.

19. Accordingly, the Applicant Company is directed to:

   i. issue notice convening the meeting of the Unsecured Creditors as per Form No. CAA.2 in accordance with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

   ii. issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;

iii. issue form of proxy as per Form No. MGT-11 in accordance with Rule 19 of the Companies (Management and Administration) Rules, 2014;

iv. Advertise the notice convening the said meeting as per Form No. CAA.2 in accordance with Rule 7 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

20. The meeting of the Unsecured Creditors of the Applicant Company shall be convened within 45 Days from the date of uploading of the order at a date, time and venue as may be decided by the Chairperson for the purpose of considering, and, if thought fit, approving the Scheme, with or without modification(s) through video conferencing and / or other audio-visual means, or in physical presence of Unsecured Creditors of the Applicant Company at a common venue. The meeting will be convened and held for the purpose of considering and, if thought fit, approving with or without modifications the Scheme of Amalgamation.

21. Atleast 30 (Thirty) days before the said meeting of the Unsecured Creditors of the Transferor Company, a notice in Form No. CAA 2 convening the said meeting, indicating the day, the date, the place and time aforesaid, together with a copy of the Scheme of Amalgamation, a copy of statement required to be furnished pursuant to Sections 230 and 232 read with Section 102 of the Companies Act, 2013, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the prescribed form of proxy shall be sent by Courier / Registered Post / Hand Delivery / Speed Post or through E-mail to each of the Unsecured Creditor of the Applicant Company addressed to each of the Unsecured Creditors of the Applicant Company, at their last known address or email addresses as per the records of the Applicant Company. With a view to avoid any conflict arising out from those unsecured creditors, whose email addresses are not available with the

Applicant Company or who have not received notice convening meeting or notice seeking representations, as the case may be, the Applicant Company shall host such notices on its website.

22. The Chairperson shall have all powers under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for meeting of the Unsecured Creditors of the Applicant Company, in relation to the conduct of the meeting including for deciding procedural questions that may arise at the meeting or at any adjournment thereof or any other matter including, any amendment to the Scheme or resolution, if any, proposed at the said meeting.

23. The Applicant Company shall publish the respective notices convening the meeting of Unsecured Creditors in "*Financial Express*" in English having nation-wide circulation and "*Financial Express*" in Marathi and Hindi both having circulation in the Mumbai in which the registered office of the Applicant Company is situated not less than 30 (Thirty) before the date fixed for the meeting. The Applicant Company shall host the notices of the meeting as directed herein, on its website, if any.

24. **Mr. Ajay Kumar Srivastava** [Ex. IRS], Mob. No. +917021757660, Email id: ajayksri88@gmail.com is hereby appointed as the Chairperson of the meeting of Unsecured Creditors of the Applicant Company failing him/her **Mr. Sudarshan Rajan** (Advocate), **Mob. No**. +919650075050, **Email id**: sithya@gmail.com is hereby appointed as the Chairperson for the meeting of Unsecured Creditors of the Applicant Company. The Chairperson shall be paid a sum of **Rs. 1,50,000/- (as proposed)** (excluding out of pocket expenses, if any) for holding/conducting the meeting of Unsecured Creditors of the Applicant company. The fee for the Alternate Chairperson for the meeting of the unsecured creditors of the Transferor Company shall be **Rs. 1,25,000/-**

(as proposed) (excluding out of pocket expenses, if any). The payment to the Chairperson shall be paid by the Applicant Company.

25. The quorum of the aforesaid meeting of Unsecured Creditors of the Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013, present either in person or by authorized representative. If the quorum is not present within half an hour from the time appointed for the holding of the meeting, the Unsecured Creditors present shall be the quorum, and the meeting shall be held.

26. The voting by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the respective Applicant Company at its Registered Office not later than 48 hours before the aforesaid Creditor's meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

27. The Chairperson appointed for the meeting of the Unsecured Creditors of the Applicant Company shall file an affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the Unsecured Creditors of the Applicant Company and do report to this Tribunal that the directions regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

28. **CS Aditi Gupta** (Mobile No.: 9871433338; Email id: cs.aditiagarwal@gmail.com) is hereby appointed as the Scrutinizer for the meeting of the Unsecured Creditors of the Applicant Company. The Scrutinizer shall be paid sum of **Rs. 75,000/-** for the service rendered. The payments to Scrutinizer shall be paid by the Applicant Company for its meeting.

29. It is further ordered that the Chairperson shall report to this Tribunal on the result of the meeting in Form No. CAA-4 along with an affidavit, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 7 (Seven) working days from the date of conclusion of the aforesaid meeting. The Chairperson would be fully assisted by the authorized representative/Company Secretary of the Applicant Company and the Scrutinizer, who will assist the Chairperson and Alternate Chairperson in preparing and finalizing the report.

30. The Applicant Company are directed to serve notice along with copy of the present Scheme of Amalgamation under the provisions of Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 upon:

i. Central Government through the jurisdictional office of Regional Director, Western region, Mumbai,

ii. Jurisdictional Registrar of Companies

iii. Jurisdictional Income Tax Authority within whose jurisdiction the respective Applicant Company are assessed to tax, clearly indicating the PAN, and also to the Nodal officer, Pr. CCIT, Mumbai: Third Floor, Aaykar Bhavan Maharshi Karve Road, Churchgate, Mumbai, Maharashtra 400020

iv. Goods and Service Tax Authority (GST) within whose jurisdiction the GSTIN of the Applicant Company is registered, clearly indicating GSTIN of the Company concerned;

v. Any other Sectoral Regulator or Authority that the Applicant Company are subjected to as per the laws in force and,

vi. Official Liquidator attached to the Hon'ble Bombay High Court and any other concerned regulatory authority with a direction that they may submit their representations, if any,

within a period of 30 (thirty days) from the date of receipt of such notice to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company, failing which, it shall be presumed that the Authorities have no representations to make on the proposals.

31. The aforementioned Notices shall be served through Registered Post-AD or Speed Post or Hand Delivery or email along with copy of Scheme and state that "*If no response is received by the Tribunal from such authorities within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme"*. It is clarified that notice serviced through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.

32. The Applicant Company to file Affidavit of Service within 10 working days after serving of notice to all the regulatory authorities as stated above and to report to this Tribunal that the direction regarding the issue of notices have been duly complied with as per the applicable Rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

33. Ordered accordingly. With above directions, the present Application **CA(CAA)/109/MB/2026** is **disposed of.**

Sd/-	**Sd/-**
Vinay Goel	**Charanjeet Singh Gulati**
Member (Judicial)	Member (Technical)

Saumya, LRA