

Regd. Office: Vill Kanjnu, Tehsil Radaur, Distt Yamuna Nagar-135133 (Haryana)  
Phone : 99920-86066  
**E-mail : [scanhry@scanprojects.in](mailto:scanhry@scanprojects.in)**  
**CIN : L29253HR1992PLC031576**  
Website : [www.scanprojects.in](http://www.scanprojects.in)

Uploaded on BSE Limited Website: <http://listing.bseindia.com>

REF: - SCAN/BSE/COM/008/2026-27

Date: 22<sup>nd</sup> May 2026

To,  
The Manager,  
Department of Corporate Services,  
BSE Limited, Floor 25, P.J. Towers,  
Dalal Street, Mumbai - 400001.

Furnishing of Information as per  
SEBI (Listing obligation and disclosure Requirements) Regulations, 2015  
Scrip Code: 531797, Scrip Id: SCANPRO

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Receipt of NCLT Order for First Motion Application.**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Hon'ble National Company Law Tribunal (NCLT), **Chandigarh Bench**, has passed an order dated **21.05.2026** in relation to the First Motion Application filed by the Company.

The application was filed in connection with the proposed **Scheme of Amalgamation / Merger** between **Chanderpur Industries Pvt Ltd- Transferor Company** and **Scan Projects Ltd - Transferee Company** and their respective shareholders and creditors.

A downloaded copy of the said NCLT Order was received/uploaded on the NCLT website on **21.05.2026 at 17:40**.

As per the directions given by the Hon'ble NCLT in the said order:

1. *Option A: A meeting of the Equity Shareholders of the Transferee Company is scheduled to be held on such later date as decided by Company in consultation with the Chairperson. Mode - VC/OAVM/Physical]*
2. *Option B: The requirement of convening the meeting of the Equity Shareholders has been dispensed with of Transferor Company*
3. *Option C: / The requirement of convening the meeting of the Secured and Unsecured Creditors has been dispensed of Both Transferor and transferee Companies.*

A copy of the NCLT Order is enclosed herewith for your records and is also being uploaded on the Company's website.

Regd. Office: Vill Kanjnu, Tehsil Radaur, Distt Yamuna Nagar-135133 (Haryana)  
Phone : 99920-86066

**E-mail : [scanhry@scanprojects.in](mailto:scanhry@scanprojects.in)**

**CIN : L29253HR1992PLC031576**

Website : [www.scanprojects.in](http://www.scanprojects.in)

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For SCAN PROJECTS LTD

**(SATISH KUMAR)**  
COMPANY SECRETARY/ COMPLIANCE OFFICER  
M. No ACS-24275  
Place: Yamuna Nagar

**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH (COURT-I), CHANDIGARH**

**CA(CAA) No. 7/Chd/Hry/2026**

*[Application under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016]*

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

- 1.** M/s Chanderpur Industries Private Limited  
(CIN: U29220HR1993PTC032056)  
Registered office: Village: Kanjnu Tehsil-Radaur,  
Yamuna Nagar, Haryana, India, 135133  
Email: [ciplfinance@chanderpur.com](mailto:ciplfinance@chanderpur.com)  
Contact No.: +91-9812436327

**TRANSFEROR COMPANY**

**AND**

- 2.** M/s Scan Projects Limited  
(CIN: L29253HR1992PLC031576)  
Incorporated under the provisions of the  
Companies Act, 1956  
Registered office: Village Kanjnu, Tehsil Radaur,  
Yamuna Nagar, Jagadhri, Haryana, India, 135133  
Email: [scanhry@scanprojects.in](mailto:scanhry@scanprojects.in)  
Contact No.: +91-9813391674

**TRANSFeree COMPANY**

**Order delivered on: 21.05.2026**

**CORAM: SH. KHETRABASI BISWAL, HON'BLE MEMBER (JUDICIAL)  
SH. SHISHIR AGARWAL, HON'BLE MEMBER (TECHNICAL)**

**Present:**

**For the Petitioner :** Mr. Ashish Middha, Advocate  
Ms. Swati Surhatia, Advocate

**ORDER**

1. This is a First Motion Application jointly filed by Chanderpur Industries Private Limited (*hereinafter referred to as "CIPL" or the "Transferor Company" or "Applicant Company No. 1"*) and Scan Projects Limited (*hereinafter referred to as "SPL" or the "Transferee Company" or "Applicant Company No. 2"*), collectively referred to as the "*Applicant Companies*", under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the proposed Scheme of Arrangement (Merger) (*hereinafter referred to as the "Scheme"*) whereby the Transferor Company is proposed to be merged with and into the Transferee Company. By the present Application, the Applicant Companies have, inter alia, sought the following reliefs:

- (a) *an appropriate order directing the convening of a meeting of the Equity Shareholders of the Transferee Company via video conferencing to consider the Scheme, including the issuance and publication of notices therefor; and*
- (b) *dispensation with the requirement of convening the meetings of the Equity Shareholders of the Transferor Company, and the meetings of the*

*Secured and Unsecured Creditors of both the transferor and transferee Companies.*

The Scheme is attached as Annexure A-1 to the Application.

2. The registered offices of both the Transferor Company and the Transferee Company are situated at Village Kanjnu, Tehsil Radaur, Yamuna Nagar, Haryana, India (135133), which falls under the jurisdiction of the Registrar of Companies, Haryana, at Chandigarh with effect from 16.02.2026. Accordingly, this Tribunal has the territorial jurisdiction to entertain and decide the present Application.

3. The averments as made in the Application and as submitted by the Learned Counsel for the Applicant Companies are summarised below:

(i) The Transferor Company, M/s Chanderpur Industries Private Limited, is a private limited company bearing Corporate Identity Number (CIN) U29220HR1993PTC032056, incorporated under the Companies Act, 1956 on 13th July 1993 under the name and style of "Sigma Traders Private Limited" in the State of Haryana under the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi and Haryana (now under the jurisdiction of the Registrar of Companies, Haryana at Chandigarh with effect from 16.02.2026). Subsequently, its name was changed from "Sigma Traders Private Limited" to "Chanderpur Industries Private Limited" vide a fresh Certificate of Incorporation consequent to a change of name issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana, dated 6th October 2009. The registered office of CIPL is situated at Village Kanjnu, Tehsil Radaur, Yamuna

Nagar, Haryana, India – 135133. The Certificate of Incorporation, along with the Memorandum and Articles of Association of the Transferor Company, is annexed as Annexure A-2 (Colly). Clause 5 of Object Clause III(B) of the Memorandum of Association of the Transferor Company authorises amalgamation with any other company.

(ii) The Transferor Company is primarily engaged in the manufacture, fabrication, design, assembly, erection, commissioning, maintenance, and trading of light, medium, and heavy engineering and industrial machinery, including boilers, engines, mobile equipment, pipelines, pressure vessels, tanks, food processing, dairy, chemical, and related equipment. It also provides consultancy, project development, engineering design, know-how, and Research and development services in various disciplines of engineering and technology, and undertakes export, sale, repair, reconditioning, and hiring of such machinery and equipment.

(iii) It is submitted that as on 31st December 2025, the share capital structure of the Transferor Company is as under:

<b>Authorised Share Capital</b>	<b>Amount (in Rs.)</b>
<i>60,00,000 Equity Shares of Rs. 10/- each</i>	<i>6,00,00,000/-</i>
<i>Total</i>	<i>6,00,00,000/-</i>
<b>Issued, Subscribed and Paid-Up Share Capital</b>	<b>Amount (in Rs.)</b>
<i>11,30,000 Equity Shares of Rs. 10/- each fully paid-up</i>	<i>1,13,00,000/-</i>
<i>Total</i>	<i>1,13,00,000/-</i>

(iv) The Transferee Company, M/s Scan Projects Limited, is a public limited company listed on BSE Limited, bearing Corporate Identity Number (CIN) L29253HR1992PLC031576, incorporated under the Companies Act, 1956 on 20th February 1992 under the name and style of "Ambala Cements Private Limited" in the State of Haryana under the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi and Haryana (now under the jurisdiction of the Registrar of Companies, Haryana at Chandigarh with effect from 16.02.2026). The Transferee Company was subsequently converted from a private limited company to a public limited company and a fresh Certificate of Incorporation was issued on 18.07.1995, and its name was accordingly changed to "Ambala Cements Limited". Thereafter, the Transferee Company amended its objects by a special resolution dated 04.11.2010, and a fresh Certificate of Incorporation was issued on 25th November 2010. Its name was subsequently changed to "Scan Projects Limited" vide a fresh Certificate of Incorporation dated 09.12.2010. The registered office of SPL was changed to Village Kanjnu, Tehsil Radaur, Yamuna Nagar, Haryana, India (135133) effective 1st June 2025. The Certificate of Incorporation, along with its Memorandum and Articles of Association, is annexed as Annexure A-13 (Colly). Clause 5 of Object Clause III(B) of the Memorandum of Association of the Transferee Company authorises amalgamation with any other company.

(v) The Transferee Company is primarily engaged in the manufacture, sale, purchase, fabrication, erection, assembly, maintenance, and trading of industrial and engineering machinery, equipment and their components, including machinery for sugar, paper, cement, chemical, food processing, dairy, and allied industries, as well as boilers, engines, pipelines, tanks, fabrication of metals and alloys, and engineering structures. The business also encompasses engineering consultancy, project design, research and development, supply of know-how, and export of industrial machinery and projects.

(vi) It is submitted that as on 31st December 2025, the share capital structure of the Transferee Company is as under:

<b>Authorised Share Capital</b>	<b>Amount (in Rs.)</b>
<i>60,00,000 Equity Shares of Rs. 10/- each</i>	<i>6,00,00,000/-</i>
<i>Total</i>	<i>6,00,00,000/-</i>
<i>Issued, Subscribed and Paid-Up Share Capital</i>	<i>Amount (in Rs.)</i>
<i>28,73,300 Equity Shares of Rs. 10/- each fully paid-up</i>	<i>2,87,33,000/-</i>
<i>Total</i>	<i>2,87,33,000/-</i>

(vii) It is submitted that the audited financial statements of the Transferor Company and the Transferee Company for the financial year ended 31st March 2025, along with their respective Independent Auditor's Reports, have been duly placed on record and annexed as Annexure A-3 and Annexure A-14, respectively. The unaudited

provisional financial statements of the Transferor Company for the period ended 31st December 2025 and the Limited Review Financial Statements of the Transferee Company for the quarter ended 31st December 2025 are annexed as Annexure A-4 and Annexure A-15, respectively.

(viii) It is submitted that the Boards of Directors of the Transferor Company and the Transferee Company, in their respective meetings duly convened and held on 18th September 2025, unanimously considered and approved the proposed Scheme of Arrangement (Merger). Certified True Copies of the respective Board Resolutions, along with the Minutes of the Board Meetings, are annexed as Annexure A-5 (Transferor Company) and Annexure A-16 (Transferee Company), respectively.

(ix) It is submitted that the Appointed Date for the amalgamation is 1st April 2026, or such other date as may be fixed by this Hon'ble Tribunal or such other authority having jurisdiction under law. The Rationale of the Scheme for the merger of the Transferor Company with and into the Transferee Company is set out in the Scheme (Annexure A-1) and would, inter alia, entail the following benefits:

*“ 4.1 Strategic Alignment: Both the companies operate in the same industry, allowing for a seamless integration of operations and strategic initiatives. Being under the same promoter group ensures aligned long-term goals and corporate strategies.*

*4.2 Enhanced Market Competitiveness: The merger can consolidate market position, enhancing competitiveness against rivals. The listed*

*company can leverage the unlisted company's strengths to improve overall brand visibility and reputation.*

*4.3 Operational Synergies: Combining resources can lead to reduced overhead costs through shared services, streamlined operations, and bulk purchasing. Increased production volumes can lower costs per unit, improving profitability.*

*4.4 Financial Strength: The merged entity can benefit from enhanced access to financial markets for raising capital, benefiting from the listed company's stronger financial standing. The unlisted company's strong performance can positively influence the listed company's market valuation.*

*4.5 Growth Opportunities: The merger can allow the combined entity to diversify its product offerings, catering to a broader customer base. If the unlisted company operates in new regions, it can facilitate expansion for the listed company.*

*4.6 Regulatory and Compliance Benefits: Merging reduces the regulatory burden and compliance costs associated with maintaining two separate entities. Potential tax benefits from the merger can improve overall financial performance.*

*4.7 Talent Pooling and Management Strengthening: Merging allows for the integration of skilled personnel from both companies, enhancing the overall talent pool. The combined management team can bring diverse perspectives and experience, driving innovation and growth.*

*4.8 Stakeholders Value Creation: By merging, shareholders may see improved stock performance and dividends due to enhanced operational efficiencies and profitability. A stronger combined entity can provide better services and products, benefiting customers.*

*4.9 Justification: The proposed merger of Chanderpur Industries Private Limited with Scan Projects Limited presents a strategic alignment that will significantly enhance the operational capabilities and growth prospects of the Transferee Company. Chanderpur Industries Private Limited, with its state-of-the-art facility and advanced manufacturing capabilities, has established a strong track record in producing high-quality equipment for critical sectors such as Oil and Gas Refineries, Petrochemicals, Defence, and nuclear industries. The Transferor Company's modern workshop, specializing in gear manufacturing, precise machining, and heavy equipment production, is equipped with cutting-edge technologies like CNC horizontal borers, vertical turning lathes, and high-capacity bending machines, ensuring top-tier quality and precision in every project. The addition of a newly expanded facility capable of handling 200 tons further strengthens its production capacity. Upon completion of the Merger, the Transferor Company will be dissolved, resulting in lesser regulatory and legal compliance obligations including accounting, reporting requirements, tax filings, and company law compliances, and therefore reduction in administrative costs.”*

(x) It is submitted that upon the Scheme becoming effective, each shareholder of the Transferor Company shall receive **three (3) equity shares of the Transferee Company for every one (1) equity share held in the Transferor Company** as of the Record Date (hereinafter referred to as the "Share Exchange Ratio"). The said Share Exchange Ratio has been determined on the basis of a Joint Valuation Report dated 18.09.2025, issued by Mr. Suman Kumar Verma, an Independent Registered Valuer (Securities or Financial Assets), bearing IBBI Registration No. IBBI/RV/05/2019/12376, annexed as Annexure A-23. Additionally, a Joint Fairness Opinion dated 18.09.2025 has been issued by Master Capital Services Limited, a SEBI-registered Category I Merchant Banker bearing Registration No. INM000000107, annexed as Annexure A-24.

(xi) It is submitted that as on 31st December 2025, the Transferor Company has 13 (Thirteen) Equity Shareholders. All 13 Equity Shareholders have furnished their written consent affidavits, constituting 100% in value and 100% in number of the total equity shareholders, approving the proposed Scheme of Arrangement (Merger). The list of Equity Shareholders of the Transferor Company, along with the Chartered Accountant's certificate certifying the details thereof, is annexed as Annexure A-6 (Colly), and the consent affidavits are annexed as Annexure A-7 (Colly).

(xii) It is submitted that as on 15th February 2026, the Transferor Company has 3 (Three) Secured Creditors having an outstanding balance of Rs. 33,96,65,071.37 (Rupees Thirty-Three Crores Ninety-Six Lakhs Sixty-Five Thousand Seventy-One and Thirty-Seven Paisa only) against the total sanctioned loan amount of Rs. 88,37,95,100/- approved by the respective banks and financial institutions. The said Secured Creditors have furnished their written consent affidavits, constituting 100% in value of the total secured creditors, approving the Scheme. The list of Secured Creditors of the Transferor Company, along with the Chartered Accountant's certificate, is annexed as Annexure A-8 (Colly), and the consent affidavits are annexed as Annexure A-9 (Colly).

(xiii) It is submitted that as on 15th February 2026, the Transferor Company has 19 (Nineteen) Unsecured Creditors having an outstanding balance of Rs. 17,12,47,150.44 (Rupees Seventeen Crores Twelve Lakhs Forty-Seven Thousand One Hundred Fifty and Forty-Four Paisa only). The said Unsecured Creditors have furnished their written consent affidavits, constituting 100% in value of the total unsecured creditors, approving the Scheme. The list of Unsecured Creditors of the Transferor Company, along with the Chartered Accountant's certificate, is annexed as Annexure A-10 (Colly), and the consent affidavits are annexed as Annexure A-11 (Colly).

(xiv) It is submitted that as on 31st December 2025, the Transferee Company has Equity Shareholders holding 28,73,300 (Twenty-Eight Lakhs Seventy-Three Thousand Three Hundred) Equity Shares of the

face value of Rs. 10/- each aggregating to Rs. 2,87,33,000/-. The shareholding pattern of the Transferee Company, along with the Chartered Accountant's certificate certifying the details of Equity Shareholders, is annexed as Annexure A-17 (Colly). Since the Transferee Company is a listed public company and the Scheme involves public interest, it is submitted that the Applicant Companies seek appropriate directions from this Hon'ble Tribunal for convening a meeting of the Equity Shareholders of the Transferee Company via video conferencing, for the purpose of considering and approving the Scheme, including the requirement of issue and publication of notices for the same.

(xv) It is submitted that as on 15th February 2026, the Transferee Company has 1 (One) Secured Creditor having an outstanding balance of Rs. (-)17,50,445.13 (Rupees Seventeen Lakhs Fifty Thousand Four Hundred Forty-Five and Thirteen Paise only) against the total sanctioned loan amount of Rs. 1,00,00,000/-. The said Secured Creditor has furnished a written consent affidavit, constituting 100% in value of the total secured creditors, approving the Scheme. The list of Secured Creditors of the Transferee Company, along with the Chartered Accountant's certificate, is annexed as Annexure A-18 (Colly), and the consent affidavit is annexed as Annexure A-19 (Colly).

(xvi) It is submitted that as on 15th February 2026, the Transferee Company has 3 (Three) Unsecured Creditors having an outstanding balance of Rs. 1,40,86,842.10 (Rupees One Crore Forty Lakhs Eighty-Six Thousand Eight Hundred Forty-Two and Ten Paise only). The said

Unsecured Creditors have furnished their written consent affidavits, constituting 100% in value of the total unsecured creditors, approving the Scheme. The list of Unsecured Creditors of the Transferee Company, along with the Chartered Accountant's certificate, is annexed as Annexure A-20 (Colly), and the consent affidavits are annexed as Annexure A-21 (Colly).

(xvii) It is submitted that the Statutory Auditors of both the Applicant Companies have issued certificates confirming that the accounting treatment proposed in the Scheme of Arrangement (Merger) is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules made thereunder. The said certificates are annexed collectively as Annexure A-25 (Colly).

(xviii) It is submitted that the Equity Shares of the Transferee Company are listed on BSE Limited. The Transferee Company had submitted the draft Scheme to BSE Limited in compliance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and under SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023. The Transferee Company has received the Observation Letter dated 06.01.2026 from BSE Limited, which is valid for a period of six months from its issuance. The Applicant Companies hereby seek to bring to the notice of this Hon'ble Tribunal the observations of the Securities and Exchange Board of India/Stock Exchange (BSE), in connection with the

Scheme. The aforesaid Observation Letter issued by BSE Limited is annexed as Annexure A-26.

(xix) It is submitted that there are no proceedings or investigations pending by way of inspection, inquiry, or investigation, including proceedings under Sections 210 to 227 of the Companies Act, 2013, against either the Transferor Company or the Transferee Company. Undertakings confirming the same have been filed on behalf of both Applicant Companies and are annexed collectively as Annexure A-27 (Colly).

(xx) It is submitted that the proposed Scheme does not include any reduction of share capital of the Applicant Companies as declared under Section 230(2)(b) of the Companies Act, 2013. It is further submitted that the Scheme is not a Corporate Debt Restructuring Scheme and accordingly, the requirements of Section 230(2)(c) of the Companies Act, 2013 are not applicable. Affidavits on behalf of both Applicant Companies under Section 230(2) of the Companies Act, 2013 are annexed as Annexure A-28 (Colly).

(xxi) It is submitted that the operations and businesses of the Applicant Companies are not governed by any specific sectoral regulator; therefore, no notice is required to be sent to any such regulator. The Applicant Companies are not registered or required to be registered with the Reserve Bank of India, and accordingly no approval or notice to the RBI is required. It is further submitted that the present Scheme does not attract the provisions of the Competition Act, 2002, and therefore no

approval of the Competition Commission of India is required. Affidavits on behalf of both Applicant Companies in respect of approval or notice to sectoral regulators, RBI, and CCI are annexed as Annexure A-29 (Colly).

(xxii) It is further submitted that both the Applicant Companies were originally under the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi and Haryana. With effect from 16.02.2026, their jurisdiction has been transferred to the Registrar of Companies, Haryana, at Chandigarh. The Applicant Companies respectfully request this Hon'ble Tribunal to take on record the said jurisdictional change and to read and construe all references in the Scheme of Arrangement to the Registrar of Companies, Regional Director (Northern Region Directorate-II, Ministry of Corporate Affairs, Chandigarh), and Official Liquidator in accordance with the aforesaid revised jurisdiction.

4. We have heard the Learned Counsel for the Applicant Companies and have carefully perused the material available on record.

5. It is observed that the Transferee Company, M/s Scan Projects Limited, is a public listed company whose equity shares are listed on BSE Limited. Since the proposed Scheme of Arrangement (Merger) involves public interest and the shareholders of a listed entity, the convening of a meeting of the Equity Shareholders of the Transferee Company is necessary, as the same cannot be dispensed with. Accordingly, this Tribunal deems it appropriate to issue directions for convening the meeting of the Equity Shareholders of the Transferee Company via video conferencing, in accordance with applicable law and the directions of this Tribunal.

6. Insofar as the dispensation of meetings of the remaining classes of shareholders and creditors of the Applicant Companies is concerned, it is observed from the record that:

(a) As on 31st December 2025, the Transferor Company has 13 (Thirteen) Equity Shareholders, and 100% of the said Equity Shareholders in value and in number have furnished their written consent affidavits approving the Scheme, as placed on record as Annexure A-7 (Colly).

(b) As on 15th February 2026, the Transferor Company has 3 (Three) Secured Creditors representing 100% in value, who have furnished their written consent affidavits approving the Scheme, as placed on record as Annexure A-9 (Colly).

(c) As on 15th February 2026, the Transferor Company has 19 (Nineteen) Unsecured Creditors representing 100% in value, who have furnished their written consent affidavits approving the Scheme, as placed on record as Annexure A-11 (Colly).

(d) As on 15th February 2026, the Transferee Company has 1 (One) Secured Creditor representing 100% in value, who has furnished a written consent affidavit approving the Scheme, as placed on record as Annexure A-19 (Colly).

(e) As on 15th February 2026, the Transferee Company has 3 (Three) Unsecured Creditors representing 100% in value, who have furnished their written consent affidavits approving the Scheme, as placed on record as Annexure A-21 (Colly).

7. In view of the aforesaid discussion, we are inclined to allow the present First Motion Application bearing **CA(CAA) No. 7/Chd/Hry/2026** and dispose of the same with the following directions:

(a) The meeting of the Equity Shareholders of the Transferee Company, M/s Scan Projects Limited, shall be convened and held in a hybrid mode, i.e., through physical presence at the venue as well as through video conferencing or other audio-visual means, on such date, time and venue to be decided by the company in consultation with the Chairperson.

(b) **Ms Kannopriya Gupta, Advocate** [D/6357/2017], Email Id: [Kannopriyagupta@gmail.com](mailto:Kannopriyagupta@gmail.com), Mobile No.: 8447616105 & 9625831196, Address: Flat No. 34 B, Sector 38, Chandigarh (160036), is hereby appointed as the Chairperson of the said meeting, with a remuneration of Rs. 1,00,000/- (Rupees one lakh only) plus applicable taxes and reimbursement of actual expenses. **Sh. Gurvinder Singh Sarin, Practising Company Secretary (PCS)**, Email ID: [cs.gssarin@gmail.com](mailto:cs.gssarin@gmail.com), Mobile No.: 9814685649, Address: SCO 186-187, First Floor, Sector 47-C, Chandigarh, is hereby appointed as the Scrutiniser for the said meeting, with a remuneration of Rs. 75000/- (Rupees seventy five thousand only) plus applicable taxes and reimbursement of actual expenses.

(c) It is further directed that facility for remote e-voting shall be provided to all eligible Equity Shareholders of the Transferee Company, and the e-voting lines shall remain open for a period of 3 (three) days, in such

manner and subject to such procedure as may be determined by the Chairperson;

(d) The Transferee Company is directed to take all necessary steps for convening the said meeting in accordance with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and to issue and dispatch notices to all Equity Shareholders at least one month before the date fixed for the said meeting, in compliance with applicable law and the conditions stipulated in the BSE Observation Letter dated 06.01.2026;

(e) 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 said meeting. The Chairperson shall be fully assisted by the Authorised Representative and/or Company Secretary of the Transferee Company and the Scrutiniser in conducting the said meeting and in preparing and finalising the report; and

(f) All the aforesaid directions shall be complied with strictly in accordance with the applicable laws for the time being in force, including the forms and formats prescribed under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the provisions of the Companies Act, 2013.

(g) The requirement of convening the meeting of the Equity Shareholders of the Transferor Company, M/s Chanderpur Industries Private Limited,

is hereby dispensed with, in view of the written consent affidavits furnished by 100% of the Equity Shareholders in value and in number.

(h) The requirement of convening the meeting of the Secured Creditors of the Transferor Company is hereby dispensed with, in view of the written consent affidavits furnished by the Secured Creditors representing 100% in value.

(i) The requirement of convening the meeting of the Unsecured Creditors of the Transferor Company is hereby dispensed with, in view of the written consent affidavits furnished by the Unsecured Creditors representing 100% in value.

(j) The requirement of convening the meeting of the Secured Creditors of the Transferee Company is hereby dispensed with, in view of the written consent affidavit furnished by the Secured Creditor representing 100% in value.

(k) The requirement of convening the meeting of the Unsecured Creditors of the Transferee Company is hereby dispensed with, in view of the written consent affidavits furnished by the Unsecured Creditors representing 100% in value.

8. In view of the above, the First Motion Application bearing **CA(CAA) No. 7/Chd/Hry/2026** stands ***allowed and disposed of***, giving liberty to the Applicant Companies to file the Second Motion Petition in accordance with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, after the meeting of the Equity Shareholders of

the Transferee Company has been convened and the result thereof has been duly placed before this Tribunal.

**Sd/-**  
**(SHISHIR AGARWAL)**  
**MEMBER (TECHNICAL)**  
Yuvraj

**Sd/-**  
**(KHETRABASI BISWAL)**  
**MEMBER (JUDICIAL)**