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**JTEKT INDIA LIMITED**

13<sup>th</sup> December, 2023

**The BSE Limited**

Department of Corporate Services  
Floor 1, New Trading Ring  
Rotunda Building. P.J Towers  
Dalal Street, Fort  
Mumbai 400 001  
**Scrip Code - 520057**

**Listing Compliance**

**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Symbol – JTEKTINDIA; Series - EQ

**Sub: Update on Scheme of Amalgamation between JTEKT Fuji Kiko Automotive India Limited (“Amalgamating Company”) and JTEKT India Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”)**

**Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

This is in continuation to our earlier communications with respect to the aforesaid Scheme of Amalgamation.

We wish to inform you that the Hon’ble National Company Law Tribunal, New Delhi (“NCLT”/“Tribunal”) has approved the Scheme of Amalgamation between JTEKT Fuji Kiko Automotive India Limited (“Amalgamating Company”) and JTEKT India Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 vide its order dated December 12, 2023 (“Order”). The said Order has now been uploaded on NCLT website [https://nclt.gov.in/gen\\_pdf.php?filepath=/Efile\\_Document/ncltdoc/casedoc/0710102070352023/04/Order-Challenge/04\\_order-Challenge\\_004\\_1702383008198832482265784da021030.pdf](https://nclt.gov.in/gen_pdf.php?filepath=/Efile_Document/ncltdoc/casedoc/0710102070352023/04/Order-Challenge/04_order-Challenge_004_1702383008198832482265784da021030.pdf). We are enclosing herewith copy of the said Order for your reference and records. A certified copy of the Order is still awaited by the Company.

The appointed date for Scheme is April 01, 2022. The Scheme shall be effective after the receipt of the certified copy of the Order from NCLT and its consequent filing with the Registrar of Companies, NCT of Delhi and Haryana.

Kindly take the same in your records.

Thanking you,

Yours faithfully  
For **JTEKT India Limited**

**Saurabh Agarwal**  
**Company Secretary**  
**M. No. – A36163**

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**Regd. Office :** UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India.  
**Tel :** +91 11 2331 1924 / 2332 7205, **Telefax :** +91 11 2332 7205  
**CIN :** L29113DL1984PLC018415, **Website :** www.jtekt.co.in

**Corporate Office :** 38/6, Delhi-Jaipur Road, NH-48, Gurugram - 122 001, Haryana, India.  
**Tel :** +91 124 468 5000, **Fax :** +91 124 410 4611.

**NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI**  
**COURT-II**

**COMPANY PETITION NO. (CAA)-37(ND)/2023**  
**CONNECTED WITH**  
**COMPANY APPLICATION NO. CA (CAA)-113(ND)/2022**

**In the matter of:**

**JTEKT FUJI KIKO AUTOMOTIVE  
INDIA LIMITED**

**... Applicant No.1 /Transferor Company**

**WITH**

**JTEKT INDIA LIMITED**

**... Applicant No.2 /Transferee Company**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**Order Delivered on: 12.12.2023**

**Section: 230 to 232 of the Companies Act, 2013**

**CORAM**

**SH. ASHOK KUMAR BHARDWAJ, HON'BLE MEMBER (J)**

**SH. L. N. GUPTA, HON'BLE MEMBER (T)**

**PRESENT**

**For the Applicant** : Sr. Adv. Neeraj Malhotra, Adv. Aditya, Adv.

Nimish Gupta

**For the RD** : Adv. Adv. Shankari Mishra

**For the OL** : Ms. Hemlata Rawat

**For the ITO** : None

## **ORDER**

### **PER: SH. L. N. GUPTA MEMBER (T)**

This Petition is preferred by the Transferor and Transferee Companies jointly under Section 230 to 232 of the Companies Act, 2013 read with the Companies (Compromise, Arrangements, and Amalgamations) Rules, 2016 for approval of the Scheme of Amalgamation (hereinafter referred to as '**Scheme**'), as contemplated between the Companies, its Shareholders and Creditors. A copy of the Scheme has been placed on record. The details of the Companies proposed to be amalgamated, as placed on record, are given in the following paragraphs.

2. M/s JTEKT Fuji Kiko Automotive India Limited (hereinafter, referred to as "the Petitioner No. 1/Transferor Company") having CIN U35122DL2007PLC 166496 is a company incorporated under the Companies Act, 1956. The registered office of the Transferor Company is situated at UGF-6, Indraprakash, 21 Barakhamba Road, New Delhi-110001.

3. JTEKT India Limited (hereinafter referred to as the "Petitioner No. 2/Transferee Company") having CIN L29113DL1984PLC018415 is a Company incorporated under the provisions of the Companies Act, 1956, the Transferee Company No. is having its registered office at UGF-6, Indraprakash, 21 Barakhamba Road, New Delhi-110001.

4. The present Petition has been filed jointly by both the Transferor Company and Transferee Company. **Both the ‘Transferor’ and ‘Transferee’ Companies together are called ‘Petitioner Companies’ hereinafter.** The Registered offices of both the Companies being in Delhi, the jurisdiction lies with this Bench.

5. From the records, it is seen that the First Motion petition was filed by the Petitioner Companies for seeking directions for dispensing with the meeting of Equity Shareholders, Secured Creditors, and Unsecured Creditors of both the Company. This Tribunal in the First Motion Application bearing No. CO. APPL. (CAA) 113/ND/2022 vide Order dated 18.01.2023, had issued directions to convene the meeting of Unsecured Creditors of the Transferor Company and Equity Shareholders, Secured Creditors & Unsecured Creditors of the Transferee Company. Rest all the meetings were dispensed with. The Chairman of the meetings has filed its report dated 25.05.2023 stating that the Scheme has been passed with the requisite majority. The “Appointed date” as per clause 1.2.5 of the Proposed Scheme of Amalgamation is 01.04.2022.

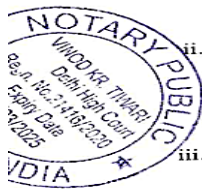
6. Subsequently, the Second Motion petition was moved by the Petitioner Companies in connection with the Scheme of Amalgamation for issuance of notices to the Central Government, Registrar of Company NCT of Delhi & Haryana, Regional Director (Northern Region) MCA, Income Tax Authorities, Official Liquidator and to such other Objector(s), if any, and also for publication of the said Scheme. Directions were issued, vide Order dated

27.07.2023, of this Tribunal, requiring the Petitioner Companies to carry out a necessary publication about the said Scheme in Business Standard” (English) and Veer Arjun (Hindi) newspapers. It is submitted by the Petitioner Companies that in compliance with the above-stated directions, the Petitioner Companies duly filed an Affidavit of Service confirming that the aforesaid Notices of the present Company Petition were published in the “Business Standard” (English) and Veer Arjun (Hindi) on 03.08.2023.

7. Accordingly, the RD has filed its report dated 11.09.2023 enclosing therewith the following observations of RoC:

10. That as per Clause 32 of the ROC Report dated 05.09.2023, following observation was raised:

- “In case of Transferee Company, auditor in his report for the F.Y ended 31.03.2022 stated that title deed of some of the Immovable properties are not in name of the company. Hence, clarification may be sought in this regard.
- In case of Transferee Company, auditor in his report for the F.Y ended 31.03.2022 stated that statutory dues which are not paid due to some dispute amounting to Rs. 988.31 Lacs.
- As per auditor’s report of Transferee Company for the F.Y ended 31.03.2022, the auditor has reported Key Audit Matter-Revenue Recognition as under:
  - i. As disclosed in Note 23 and 24 to the Standalone Financial Statements, the company’s revenue for the year ended 31 March 2022 was INR 162,083.54 Lakhs (previous year INR 135,798.25 Lakhs).
  - ii. Revenue is recognized in accordance with accounting policies as detailed in “Significant accounting policies” in the Standalone Financial Statements.
  - iii. Revenue is significant to the Standalone Statement of Profit and Loss and is one of key performance indicators of the company.
  - iv. There may be misstatements related to revenue recognition due to which the completeness, existence and accuracy of revenue recognition is identified as a key audit matter.
- Refer to Clause 6 of Chapter IV of the scheme, the Amalgamated company may kindly be directed to comply with the provision of section 232(3)(i) of the Companies Act, 2013 in regard to fee payable on its revised authorized share capital, if applicable.”

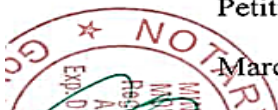


8. The Petitioner Companies have filed a reply to the observations of the RoC contained in the RD's Report. The relevant extracts of the reply filed by the Petitioner Companies read thus:

1. That I am the Constituted and Authorized Representative of the Petitioner/Transferee Company and duly authorized by the Board of the Directors of the Petitioner/Transferee Company to depose this Affidavit.
2. I state that the present Affidavit in Reply is being filed by the Petitioner/Transferee Company to the Representation Affidavit dated 11<sup>th</sup> September, 2023 of the Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi (**"Representation Affidavit"**).
3. I state that at paragraph 10 of the Representation Affidavit, the Regional Director has referred to the following observation of the Registrar of Companies, NCT of Delhi & Haryana (**"ROC"**):-

*"In case of Transferee Company, auditor in his report for the F.Y. ended 31.03.2022 stated that title deed of some of the Immovable properties are not in the name of the company. Hence, clarification may be sought in this regard".*

In connection with the aforesaid observation of the ROC, for the convenience of this Hon'ble Tribunal, the relevant extract from the auditor's report on the financial statement of the Petitioner/Transferee Company for the financial year ended 31<sup>st</sup> March, 2022 is annexed hereto and marked as **ANNEXURE "1"**.



4. I state that with respect to the freehold land and building at Bawal, Haryana, the said property was registered in the name of JTEKT Sona Automotive India Limited (“JSAI”). JSAI was amalgamated with the Petitioner/Transferee Company pursuant to the Order dated 7<sup>th</sup> March, 2019, passed by this Hon’ble Tribunal. Accordingly, the Petitioner/Transferee Company has submitted application to the Haryana State Industrial & Infrastructure Development Corporation Limited, for transfer/mutation of the said property from JSAI to the Petitioner/Transferee Company and such application is pending with the aforesaid authority. Upon completion of the transfer of the aforesaid property in the name of the Petitioner/Transferee Company, the financial statement of the Petitioner/Transferee Company will accordingly be updated, as required under law.

5. As regards the land situated in the state of Gujarat, the title deed of the said land is in the name of Sona Steering Systems Limited, the name under which the Petitioner/Transferee Company was originally incorporated on 14<sup>th</sup> June, 1984. The relevant certificates as regards the change in the name of the Petitioner/Transferee Company are annexed hereto and marked as ANNEXURE “2” (COLLY). It is further stated that the Petitioner/Transferee Company is currently in the process of getting the name changed in the land records to JTEKT India Limited i.e. the current name of the Petitioner/Transferee Company and has applied to the Rural Land Record, Revenue



ADIA

Department, Gujarat in this regard. Upon completion of such application process, the Petitioner/Transferee Company shall update its financial statement, as required under law.

6. The Regional Director has at paragraph 10 of the Representation Affidavit referred to the following observation of the ROC:-

*"In case of Transferee Company, auditor in his report for the F.Y. ended 31.03.2022 stated that statutory dues which are not paid due to some dispute amounting to Rs.988.31 Lacs".*

In connection with the above observation, for the convenience of this Hon'ble Tribunal, the relevant extract from the financial statement of the Petitioner/Transferee Company for the financial year ended 31<sup>st</sup> March, 2022 is annexed hereto and marked as ANNEXURE "3". In this regard, I state that the said proceedings referred to at ANNEXURE "3" are presently pending with the authorities/court as set out at ANNEXURE "3". The Petitioner/Transferee Company undertakes, that subject to exercise of available appellate remedies, it shall make payment of the determined amount upon final order being passed with respect to the dues towards statutory payments. This undertaking be taken on record by this Hon'ble Tribunal.



The Regional Director has further at paragraph 10 of the Representation Affidavit referred to the following observations of the ROC:-





*"As per auditor's report of Transferee Company for the F.Y ended 31.03.2022, the auditor has reported Key Audit Matter-Revenue Recognition as under:-*

- i. As disclosed in Note 23 and 24 to the Standalone Financial Statements, the company's revenue for the year ended 31 March 2022 INR 162,083.54 Lakhs (previous year INR 135798.25 Lakhs).*
- ii. Revenue is recognized in accordance with accounting policies as detailed in "Significant accounting policies" in the Standalone Financial Statements.*
- iii. Revenue is significant to the Standalone Statement of Profit and Loss and is one of key performance indicators of the company.*
- iv. There may be misstatements related to revenue recognition due to which the completeness, existence and accuracy of revenue recognition is identified as a key audit matter."*

In connection with the above, I state that the aforesaid statements of the statutory auditor are set out in the Independent Auditor's Report in the financial statement of the Petitioner/ Transferee Company for the financial year ended 31<sup>st</sup> March, 2022. The relevant extracts from the financial statement of the



Petitioner/Transferee Company for the financial year ended 31<sup>st</sup> March, 2022 is annexed hereto and marked as ANNEXURE "4". I further state that Note 23 and 24 refers to the "revenue from operations" and "other income" of the Petitioner/ Transferee Company which matters are considered by the statutory auditor as key audit matters in terms of SA 701-Communicating Key Matters as prescribed by the Institute of Chartered Accountants of India. Accordingly, these items are key audit matters and hence, set out as matters of fact in the Independent Auditor's Report along with how such matters have been addressed by the statutory auditor in the course of audit. I respectfully state that the Regional Director has merely set out the statement of the statutory auditor with respect to the key audit matters without any qualification or reservation thereto. I further respectfully state that the statutory auditor's have also stated that the special audit procedure has been performed by them, to ensure the accuracy and correctness of reporting of revenues and other income by the Petitioner/ Transferee Company and there are no qualification or adverse comments. The relevant extracts of SA-701 is annexed hereto and marked as ANNEXURE "5".

I state with further reference to paragraph 10 of the Representation Affidavit, that the Petitioner/Transferee Company undertakes to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 with respect to the differential fee payable on its revised combined authorized share capital.



9. From the Report of RD, it is observed that there is no material observation/objection raised by RD about the scheme of Amalgamation per se. One of the observations made by RoC is that the Transferee Company has statutory dues which are not paid. In reply, the Transferee Company has stated that it will pay all pending statutory dues after exercising all Appellate jurisdiction and as per final orders in those proceedings. In our view, the Transferee Company would be in existence post-amalgamation. Further, the scheme does not come in the way of the statutory authorities to recover any of those dues. All the contentions of the parties shall remain open before the relevant fora, where disputes are pending.

10. On Perusal of the observations of the RD/RoC it is observed that RD/RoC has not commented adversely on any of the clauses of the Scheme proposed by the Petitioner Companies. Hence, it is presumed that there is no such clause of the Scheme, which could be deemed as oppressive. Further, the RD has not expressly recommended the rejection of the scheme. In our view, the Petitioner Companies had given a satisfactory reply, in furtherance of which no other objection was raised by the RD or its counsel during the hearing.

11. The Income Tax Department has filed its Report dated 26.09.2023, the contents of which reads thus:



Office of the Asst. Commissioner of Income Tax, Circle-13(1)  
Room No. 316A, 3<sup>rd</sup> Floor, C. R. Building, I.P. Estate, New Delhi-110002  
Mail- delhi.dcit13.1@incometax.gov.in

F. No. DCIT/Circle-13(1)/NCLT/2023-24/533

Dated: 26.09.2023

Report in response to the notice received from NCLT on the proposed amalgamation of M/s. JTEKT Fuji Kiko Automotive India Limited (PAN- AALCS0656E) (Transferor Company) with M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company).

S.No	Important Components of the proposal	Observations of the AO
1	Details of Proposal u/s 230 to 234 of the Companies Act, 2013	Amalgamation of M/s. JTEKT Fuji Kiko Automotive India Limited (PAN- AALCS0656E) (Transferor Company) with M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company)
2	Details of rationale and benefit as stipulated in the scheme	<p>The proposed scheme in the case of M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company) are as follows:</p> <ol style="list-style-type: none"><li>The Amalgamating Company is a joint venture between the Amalgamated Company and Fuji Kiko Japan which is a wholly owned subsidiary of JTEKT Corporation. Apart from essentially being under one management, both the Amalgamating Company and the Amalgamated Company also have business and operational synergies. The Amalgamating Company is primarily engaged in making Columns / Column Parts which is in turn an input for steering systems manufactured by the Amalgamated Company. The proposed consolidation will bring this entire value chain under one umbrella, driving sharper focus for smooth and efficient management of the value chain requirements with scale and agility.</li><li>It will lead to cost savings owing to more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.</li><li>It will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder's value and improve the competitive position and negotiating power of the combined entity.</li><li>It will improve organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</li><li>It will result in reduction of multiplicity of entities, thereby reducing compliances cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.</li></ol>
3	Manner of the scheme as well as parties involved	<ul style="list-style-type: none"><li>Scheme of amalgamation of M/s. JTEKT Fuji Kiko Automotive India Limited (PAN- AALCS0656E) (Transferor Company) with M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company)</li><li>Number of Companies are involved- 2 (Two)</li></ul>
4	Share exchange	<ul style="list-style-type: none"><li>"For every 100 equity shares of Amalgamating Company of face value of</li></ul>



	ratio and other consideration	<p>INR. 10/- each held in Amalgamating Company, every equity shareholder of the Amalgamating Company other than Amalgamated Company, shall without any application, act or deed, be entitled to receive 200 equity shares of face value INR. 1/- each of the Amalgamated Company, credited as fully paid up on the same terms and conditions of issue as prevalent in Amalgamating Company"</p> <ul style="list-style-type: none"> <li>Upon the scheme becoming effective, 50,99,993 Equity Shares of the Amalgamating Company held by the Amalgamated Company as investments, shall stand cancelled on the effective date without any further act, instrument or deed and no share of the Amalgamated Company shall be allotted or issued in lieu of such cancellation.</li> </ul>														
5	Capital or debt re-structuring rationale	<ul style="list-style-type: none"> <li>There is no change in the share capital structure of the M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company) since 6<sup>th</sup> July, 2022.</li> </ul> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (In INR)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;"><b>Authorized Share Capital</b></td> </tr> <tr> <td>87,10,00,000 equity shares of INR 1/- each</td> <td style="text-align: right;">87,10,00,000</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Issued, Subscribed and Paid-up Share Capital</b></td> </tr> <tr> <td>24,44,80,469 equity shares of INR 1/- each</td> <td style="text-align: right;">24,44,80,469</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>Upon this scheme becoming effective and upon the vesting and transfer of the Amalgamating Company in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Company shall stand transferred from the authorized share capital of the Amalgamating Company to the authorized share capital of the Amalgamated Company.</li> </ul> <p>The authorized share capital of the Amalgamated Company shall stand increased by an amount of INR. 12,00,00,000 (Rs. Twelve Crore).  <i>"The Authorized Share Capital of the Company is Rs. 99,10,00,000 (Rs. Ninety Nine Crores Ten Lacs only) divided into 99,10,00,000 number of Equity Shares of Re. 1/- (Rupee One) each."</i></p>	Particulars	Amount (In INR)	<b>Authorized Share Capital</b>		87,10,00,000 equity shares of INR 1/- each	87,10,00,000	<b>Issued, Subscribed and Paid-up Share Capital</b>		24,44,80,469 equity shares of INR 1/- each	24,44,80,469				
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24,44,80,469 equity shares of INR 1/- each	24,44,80,469															
6	Amount due to unsecured creditor and its management	<ol style="list-style-type: none"> <li>The amount due to the secured creditors of the Amalgamated Company as on 31st October, 2022 is INR 1,73,07,692/-.</li> <li>The amount due to unsecured creditors of the Amalgamated Company, as on 31st October, 2022 is INR 2,34,05,71,620.48.</li> </ol> <table border="1"> <thead> <tr> <th>Company</th> <th>No of Share Holder</th> <th>% of Shareholders given consent</th> <th>No of Secured Creditors</th> <th>% of Secured Creditors given consent (in value)</th> <th>No. of Unsecured Creditors</th> <th>% of Unsecured creditors given consent (in value)</th> </tr> </thead> <tbody> <tr> <td>Transferor Company</td> <td>51,062</td> <td>Not obtained</td> <td>2</td> <td>Not obtained</td> <td>733</td> <td>Not obtained</td> </tr> </tbody> </table>	Company	No of Share Holder	% of Shareholders given consent	No of Secured Creditors	% of Secured Creditors given consent (in value)	No. of Unsecured Creditors	% of Unsecured creditors given consent (in value)	Transferor Company	51,062	Not obtained	2	Not obtained	733	Not obtained
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Transferor Company	51,062	Not obtained	2	Not obtained	733	Not obtained										
7	Details of appointed date and effective date	<p><b>Appointed date-</b> means 1st April, 2022 or such other date as may be approved by the NCLT.</p> <p><b>Effective date-</b> means the Scheme shall become effective from the Appointed Date but shall be operative from the Effective Date, i.e., the date on which the Scheme shall become effective pursuant to Clause 10 of the Scheme.</p>														
8	Details of pendency of investigation of proceedings, if any reported.	<p>No investigation proceedings have been instituted and/or are pending against the Amalgamating Company and the Amalgamated Company under the Act. Details of other litigations/proceedings which have been filed against the Amalgamated Company, its promoters and directors in relation to the business of the Amalgamated Company in the usual course of business/ operations of the Amalgamated Company.</p> <p>In addition, as on the date of this notice, no winding up proceedings are pending against the Amalgamating Company and the Amalgamated Company.</p>														

9	Details of movable and immovable assets along with reason and basis for revaluation, if any.	<p>a) all assets of the Undertaking of the Amalgamating Company, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company.</p> <p>b) All movable properties of the Undertaking of the Amalgamating Company, other than those specified in sub-clause (i) above, including but not limited to, sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits, all kind of banking accounts including but not limited to current and saving accounts, term deposits, with any Governmental Authorities or any other bodies and/ or customers or any other person, whether recoverable in cash or in kind or for value to be received, bank balances, if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company.</p> <p>c) All immovable properties of the Undertaking of the Amalgamating Company, if any, including but not limited to, land together with the buildings and structures standing thereon, whether freehold, leasehold, licensed or otherwise, and all documents inter-alia, the immovable properties enlisted in Schedule I to the Scheme, shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company.</p>
10	Whether the proposed scheme will impact exemption under the capital gain tax?	As per Scheme
11	Whether the proposed scheme will impact allowability of carry forward business loss or unabsorbed depreciation or any other benefit under the Act?	NO
12	Whether the proposal requires communication to the Officer having jurisdiction over proposed amalgamated company? If yes, brief summary may be recorded.	No



13	Details of proceedings pending against amalgamating company	In case of M/s. JTEKT India Ltd. (PAN- AABCS7787C) (Transferee Company) following proceedings are pending:-																																				
		<table border="1"> <thead> <tr> <th>S.No.</th> <th>Particulars</th> <th>A.Y.</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Adjustment u/s 143(1)(a)</td> <td>2018-19</td> </tr> <tr> <td>2</td> <td>Assessment proceeding u/s 143(3)</td> <td>2016-17</td> </tr> <tr> <td>3</td> <td>Assessment proceeding u/s 143(3)</td> <td>2017-18</td> </tr> <tr> <td>4</td> <td>Assessment proceeding u/s 143(3)</td> <td>2018-19</td> </tr> <tr> <td>5</td> <td>Adjustment u/s 143(1)(a)</td> <td>2022-23</td> </tr> <tr> <td>6</td> <td>Adjustment u/s 143(1)(a)</td> <td>2019-20</td> </tr> <tr> <td>7</td> <td>Assessment proceeding u/s 143(3)</td> <td>2016-17</td> </tr> <tr> <td>8</td> <td>Assessment proceeding u/s 143(3)</td> <td>2015-16</td> </tr> <tr> <td>9</td> <td>Penalty Proceedings</td> <td>2016-17</td> </tr> <tr> <td>10</td> <td>Assessment proceeding u/s 143(3)</td> <td>2020-21</td> </tr> <tr> <td>11</td> <td>Assessment proceeding u/s 143(3)</td> <td>2022-23</td> </tr> </tbody> </table>	S.No.	Particulars	A.Y.	1	Adjustment u/s 143(1)(a)	2018-19	2	Assessment proceeding u/s 143(3)	2016-17	3	Assessment proceeding u/s 143(3)	2017-18	4	Assessment proceeding u/s 143(3)	2018-19	5	Adjustment u/s 143(1)(a)	2022-23	6	Adjustment u/s 143(1)(a)	2019-20	7	Assessment proceeding u/s 143(3)	2016-17	8	Assessment proceeding u/s 143(3)	2015-16	9	Penalty Proceedings	2016-17	10	Assessment proceeding u/s 143(3)	2020-21	11	Assessment proceeding u/s 143(3)	2022-23
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		4	Assessment proceeding u/s 143(3)	2018-19																																		
		5	Adjustment u/s 143(1)(a)	2022-23																																		
		6	Adjustment u/s 143(1)(a)	2019-20																																		
		7	Assessment proceeding u/s 143(3)	2016-17																																		
		8	Assessment proceeding u/s 143(3)	2015-16																																		
		9	Penalty Proceedings	2016-17																																		
10	Assessment proceeding u/s 143(3)	2020-21																																				
11	Assessment proceeding u/s 143(3)	2022-23																																				
14	Details of tax demand pending for recovery	In case of M/s JTEKT India Ltd. (PAN: AABCS7787C) (Transferee Company), there was an outstanding demand of Rs. 82,79,830/- u/s 143(1) for FY relevant to AY 2021-22. It is pertinent to mention here that assessment u/s 143(2) is pending for AY 2021-22. However, the assessee company has deposited a sum of Rs. 16,55,966/- , being 20% of the outstanding demand of Rs. 82,79,830/-, vide Challan No. 17672 dated: 22.09.2023.																																				
15	Remarks about objection to the scheme or any representation to NCLT to protect the interest of Revenue.	As per Indemnity Bond																																				

Considering the above facts and indemnity bond submitted by the assessee, NOC may be granted.

12. As per the Report of the Income Tax Department there is a pending demand as detailed in Serial No. 14 (ibid) against the Transferee Company. Since the Transferee Company would be in existence post-amalgamation, the demand amount would be still recoverable by the Income Tax Department from the Transferee Company. The Income Tax Department would be at liberty to recover its dues from the Transferee Company as per law.







ND.FED.FID/ S2024/06.04.4808/2023-24

Copy forwarded for information and necessary action to  
Director, M/s JTEKT India Ltd., 3-C, UGF-6, Indra Prakash 21, Barakhamba Road,  
New Delhi - 110001.

Yours faithfully

(Sridevi K.)

Assistant General Manager

14. The OL has also filed its report dated 05.09.2023 and has not raised any objection towards the approval of the proposed Scheme. The relevant excerpts of the OL's report read thus:

*“14. That the Official Liquidator on the basis of information submitted by the Petitioner Companies is of the view that the affairs of the aforesaid Transferor Company do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest as per the provisions of the Companies Act, 2013.”*

15. Given the foregoing facts and discussion and upon considering the approval accorded by the Members and Creditors of both the Petitioner Companies to the proposed Scheme and no sustainable objections having been raised by the Office of the Official Liquidator, Regional Director (North), Income Tax Department, RBI or any other interested party, there does not appear to be any impediment in granting sanction to the proposed Scheme.

**Subject to the Petitioner Companies complying with the requirement of various laws including the rules, regulations, and guidelines prescribed by RBI and Foreign Exchange Management Act 1999, sanction is hereby**

**granted to the Scheme of Amalgamation proposed by the Petitioner Companies under Section 230 to 232 of the Companies Act, 2013.** The sanctioned Scheme of Amalgamation shall be binding on both the Transferor Company and Transferee Company (Petitioner Companies) and their Shareholders and Creditors. The Petitioner Companies shall remain bound to comply with all the statutory requirements in accordance with law.

16. Notwithstanding the above, if there is any deficiency found or violation committed qua any enactment, statutory rule, or regulation, the sanction granted by this Authority to the Scheme will not come in the way of action to be taken, albeit, in accordance with law, against the concerned persons, Directors, and Officials of the Petitioner Companies.

17. While approving the Scheme as above, it is clarified that this Order should not be construed as an order in any way granting exemption from payment of Stamp Duty, Taxes or other statutory dues, if any, and payment in accordance with law or in respect to any permission/compliance with any other requirement, which may be specifically required under any law. Further the approval of the Scheme would in no manner affect the tax treatment of the transactions under the Income Tax Act, 1961 or serve as any exemption or defence for the Petitioner Companies against tax treatment in accordance with the provisions of Income Tax Act, 1961 and Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder.

18. **THIS TRIBUNAL FURTHER DIRECTS** with respect to Transferor Company and Transferee Company, that:

- (i) Upon the sanction becoming effective from the appointed date of amalgamation i.e., 01.04.2022, the Transferor Company shall stand dissolved without undergoing the process of winding up.
- (ii) All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Company are entitled to including under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/ deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;
- (iii) All contracts of the Transferor Company, which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favor of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obliged thereto;
- (iv) All the employees of the Transferor Company shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favorable than those on which they are engaged by the Transferor Company, as on the Effective Date,

including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;

- (v) All liabilities of the Transferor Company, shall, pursuant to the provisions of section 232(4) and other applicable provisions of the Company Act, 2013, to the extent they are outstanding as on the Effective Date, without any further act, instrument or deed stand transferred to and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations etc. as the case may be, of the Transferee Company and shall be exercised by or against the Transferee Company, as if it had incurred such liabilities.
- (vi) All proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company.
- (vii) The Income Tax department is permitted to retain its recourse for recovery in respect of demand and any other future liabilities of the transferor Company as well as the transferee company, in respect of the assets sought to be transferred under the proposed scheme.
- (viii) The Transferee Company will clear all the pending statutory dues after exercising all Appellate jurisdiction and as per final orders. The scheme shall not come in the way of the statutory authorities to recover any of their dues. All the contentions of the parties shall remain open before the relevant fora, where disputes are pending.
- (ix) The Petitioner Companies shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 in regard to fee payable on its revised authorized share capital, if applicable.

(x) That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

19. The Petitioner Companies shall within thirty days of the date of the receipt of this Order or on sanction of the Scheme with respect to Transferee Company, whichever is later, cause a Certified Copy of this Order to be delivered to the Registrar of Company for registration and on such Certified Copy being so delivered, the Transferor Company shall be dissolved and the Registrar of Company shall place all documents relating to the Transferor Company on the file kept by him in relation to the Transferee Company and the files relating to both the Petitioner Companies shall be consolidated accordingly.

20. **The Company Petition is Allowed in the aforesaid terms.**

Sd/-  
**(L. N. GUPTA)**  
**MEMBER (T)**

Sd/-  
**(ASHOK KUMAR BHARDWAJ)**  
**MEMBER (J)**