IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH-I

C.A.(CAA) NO. 135 (MB)/2026

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

AND

In the matter of Scheme of Merger by Absorption of KEC SPUR INFRASTRUCTURE PRIVATE LIMITED ('First Applicant Company/ Transferor Company') by KEC INTERNATIONAL LIMITED ('Second Applicant Company/Transferee Company') and their respective shareholders and creditors ('Scheme')

In the matter of

KEC SPUR INFRASTRUCTURE PRIVATE LIMITED

CIN: U74900MH2016PTC386268

....First Applicant Company / Transferor Company

BY

KEC INTERNATIONAL LIMITED

CIN: L45200MH2005PLC152061

....Second Applicant Company / Transferee Company

[collectively referred to as the "Applicant Companies"]

Order pronounced on 10.09.2026

Coram:

Prabhat Kumar	***Sushil Mahadeorao Kochey***
Member (Technical)	***Member (Judicial)***

Appearances:

For the Applicant Companies	Adv. Shyam Kapadia A/W Shruti Kelji Pednekar, Advocate

ORDER

1. The Applicant Companies have filed an Application seeking directions from this Tribunal in the **Scheme Merger by Absorption** of **KEC SPUR INFRASTRUCTURE PRIVATE LIMITED ('First Applicant Company/ Transferor Company')** by **KEC INTERNATIONAL LIMITED ('Second Applicant Company/ Transferee Company')** and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ('Scheme') read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 praying for following reliefs:

   i. *The meeting of the Equity Shareholders of the First Applicant Company be dispensed with.*

   ii. *The meetings of Secured Creditors and Unsecured Creditors of the First Applicant Company be dispensed with.*

   iii. *The meetings of the Equity Shareholders, Secured*

Creditors and Unsecured Creditors of the Second Applicant Company be dispensed with.

iv. *For such other orders as this Hon'ble Tribunal may deem fit and proper.*

2. It is submitted that the details of the Applicant Companies are as under:

   a. **KEC SPUR INFRASTRUCTURE PRIVATE LIMITED,** having **CIN: U74900MH2016PTC386268** is a company incorporated under the Companies Act, 2013 on **01.03.2016**, under the name and style of "Sparco EPC Projects Private Limited". Its name was subsequently changed to "Spur Infrastructure Private Limited" w.e.f. 05.08.2016 and, pursuant to its acquisition by the Transferee Company, to its present name w.e.f. 18.02.2022. The registered office of the First Applicant Company was shifted from the State of Gujarat to the State of Maharashtra on 07.07.2022 and is presently situated at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030, Maharashtra, India. The Transferor Company is engaged in the business of design, supply, installation, commissioning, testing, maintenance, operation, and consultancy support for laying and construction of all kinds of pipe for Oil & Gas, Refinery, Chemical, Water, Power and Irrigation Sector.

   b. **KEC INTERNATIONAL LIMITED, having CIN: L45200MH2005PLC152061** is a company incorporated under the Companies Act, 1956 on **18.03.2005** in the State of Maharashtra under the name and style of "KEC Infrastructures Limited". Its name was subsequently changed to its present name, "KEC International Limited", w.e.f. 09.01.2006. The Second Applicant Company is a listed public company having its registered office situated at RPG House 463, Dr. Annie Besant Road, Worli, Mumbai- 400030, Maharashtra, India. The Transferee Company is primarily engaged in Engineering, Procurement and Construction business (EPC), with a presence in the verticals of Power Transmission & Distribution, Transportation, Civil, Renewables, Oil & Gas Pipelines and Cables & Conductors.

c. The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company and both the Applicant Companies have their registered office in the State of Maharashtra.

d. The Equity Shares of the Second Applicant Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

3. The Applicant Companies have approved the Scheme of Merger by Absorption on **16.05.2026** at their respective Board Meetings.

4. *The "Appointed Date" for the purpose of this Scheme of Merger by Absorption means 1 April, 2026.*

5. Overview of the Scheme:

The Scheme is divided into the following parts:

PART I : *deals with Definitions, Interpretation, Effective and Operative Date of Scheme and Share Capital.*

PART II : *deals with Merger by Absorption of the*

Transferor Company by Transferee Company.

PART III : *deals with general terms and conditions that would be applicable to the Scheme*

6. The Share Capital of the Transferor Company as on 31.03.2026 is as under:

Particulars	**No. of Shares**	**Amount (RS.)**
Authorized Share Capital		
Equity Shares of Rs. 10/- each	6,00,000	60,00,000
TOTAL	6,00,000	60,00,000
Issued, Subscribed and Paid-up Share Capital		
Equity Shares of Rs.10/- each, fully paid up	3,00,000	30,00,000
TOTAL	3,00,000	30,00,000

Subsequent to the above date and till the date of approval of this Scheme by the Board of Directors, there has been no change in the capital structure of the Transferor Company.

7. The Share Capital of the Transferee Company as on 31.03.2026 is as under:

Particulars	**No. of Shares**	**Amount (Rs.)**
Authorized Share Capital		
Equity Shares of INR 2/- each	570,000,000	1,14,00,00,000
Redeemable Preference shares of INR 100/- each	1,500,000	15,00,00,000
TOTAL	**571,500,000**	**1,29,00,000,000**

Issued, Subscribed and Paid-up Share Capital		
Equity Shares of INR 2/- each, fully paid up	266,200,000	53,24,00,000
TOTAL	266,200,000	53,24,00,000

Subsequent to the above date and till the date of approval of this Scheme by the Board of Directors, there has been no change in the capital structure of the Transferee Company.

8. Rationale of the Scheme reads as under:

The Transferor Company and the Transferee Company are a part of "Rama Prasad Goenka Group", commonly known as "RPG Group". The Transferor Company is a Wholly Owned Subsidiary of Transferee Company. The Merger by Absorption is being proposed as a part of an internal group restructuring which is being undertaken to simplify the corporate structure by consolidating the businesses of the Transferor Company into the Transferee Company thereby creating a single entity. Both Transferor and Transferee Companies operate in allied lines of business, thereby offering strong potential for operational and executional synergies upon integration.

The proposed merger is aimed to achieve a commercial, prudent and operationally efficient structure, which would strengthen KEC's consolidated business framework while reducing regulatory and financial overheads.

<u>*The Merger by Absorption of the Transferor Company by the Transferee Company shall result in the following benefits:*</u>

a) Transferor Company and Transferee Company operate in infrastructure and EPC segments, which *can be conveniently combined for mutual benefit thereby the Absorption of the Transferor Company by the Transferee Company would result in strong potential for operational and execution synergies upon integration. The proposed Merger would enable seamless leveraging of KEC's established financial strength, technical expertise, global execution capabilities, and experienced management bandwidth, thereby enhancing the scalability and growth prospects of the combined business.*

b) *The Merger would eliminate internal fragmentation and would simplify revenue recognition at the parent level thereby creating a single unified operating entity.*

c) *The Merged Entity is expected to facilitate improved project execution, optimized resource deployment, and stronger market positioning.*

d) *The Merger would simplify the business structure and achieve operational synergies;*

e) *Saving of costs through focused on long term operational efforts, rationalization, standardization and simplification of business processes and integration and optimization of various support functions, resources and the assets;*

f) *Consolidating operations of the wholly owned subsidiary with KEC shall help augment growth and synergy in business operations thereby leading to easier/ speedier decision making at all levels and better management and co-ordination;*

g) *The merger will improve organizational capability* *arising from the pooling of human capital that has diverse skills, talent and vast experience.*

h) *Eliminate duplication of administrative functions by reducing multiple legal and regulatory compliances; and*

i) *Consolidation of resources and costs and optimum utilization of assets of the Transferee Company and Transferor Company and thereby achieving uniformity in corporate policy.*

The Scheme is commercially and economically viable and feasible and is fair and reasonable. This Scheme will be beneficial, advantageous and not prejudicial to the interest of all the shareholders, creditors and other stakeholders of Transferor Company and the Transferee Company.

9. The consideration for the Scheme is as follows:

As the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, no consideration of whatsoever nature shall be payable pursuant to the merger of the Transferor Company into and with the Transferee Company. The paid-up capital held by the Transferee Company together with its nominees in the Transferor Company shall stand cancelled on effectiveness of the Scheme, without any further act, application or deed.

10. The Second Applicant Company has filed a Certificate dated 16.05.2026 issued by its Statutory Auditors, **Price Waterhouse Chartered Accountants LLP**, confirming that the accounting treatment proposed in Clause 11 of the proposed Scheme is in conformity with the applicable

accounting standards prescribed under **Section 133** of the Companies Act, 2013.

11. The Applicant Companies have furnished the following documents:

    a. Copy of Memorandum and Articles of Association along with ROC Certificates of the Applicant Companies.

    b. Copy of Audited Financial Statements of the Applicant Companies for the year ended 31.03.2025

    c. Copy of the Audited Financial Statements for the year ended 31.03.2026 of the Transferor Company

    d. Copy of the Financial Results as on 31.03.2026 of the Transferee Company

    e. Copy of Board Resolution approving the Scheme of the Applicant Companies.

    f. List of Equity Shareholders of the First Applicant Company duly certified by the Practicing Chartered Accountant

    g. Consent Affidavits from all the Equity Shareholders of the First Applicant Company

    h. List of Secured Creditors and Unsecured Creditors of the Applicant Companies, duly certified by the Practicing Chartered Accountant

    i. Pre and post net-worth certificate of the First Applicant Company and Second Applicant Company issued by the Practicing Chartered Accountant

    j. Shareholding Pattern of the Second Applicant/Transferee Company duly certified by the

Practicing Chartered Accountant

k. Copy of the letter issued by Second Applicant Company to BSE and NSE in respect of filing of the proposed Scheme of Merger for the purpose of dissemination / disclosure

l. Copy of Certificate issued by the Statutory Auditor of Transferee Company / Second Applicant Company with regard to Accounting Treatment.

12. The Applicants have filed affidavits verifying the Company Scheme Application. The Applicants have, inter alia, affirmed that:

    a. No investigation proceedings against the Applicant Companies under Section 235 to 251 of the Companies Act, 1956 or under Section 210 to 227 of Companies Act, 2013 or any other related provisions as notified or as may be notified or like are pending.

    b. save and except as disclosed in the financial statements, there are no material proceedings or litigations pending against the Applicant Companies which would have any adverse bearing on the proposed Scheme or its implementation; and

    c. there is no winding up petition pending in any Court/Tribunal in India against the Applicant Companies.

    d. The Applicant Companies submit that the present Scheme is not prejudicial to the interests of shareholders, creditors or the public at large and is in the interest of efficient business management and group restructuring.

e. The Scheme is in compliance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Indian Accounting Standards, applicable SEBI regulations and all other applicable laws and does not contravene any statutory provisions

13. The status of Equity Shareholders, Secured and Unsecured Creditors and their Consent through Affidavits qua all the Companies as mentioned in the Application filed by the Applicants is tabled below:

Company	**Class of Shareholders**		**Class of Creditors**			
	Equity Share holder	**Consent**	**Secured Creditors**	**Consent**	**Unsecured Creditors**	**Consent**
First Applicant Company	2	100%	4 (Rs. 43,20,37,259/-)	0	1,119 (Rs. 1,01,46,97,912/-)	N.A.
Second Applicant Company	1,97,513	N.A.	19 (Rs. 3,181 Crores)	4	20,983 (Rs.93,63,57,76,690/-)	N.A.

14. As regards the **Equity Shareholders of the First Applicant Company**, there are **2 (Two) Equity Shareholders** holding the entire issued, subscribed and paid-up share capital of the First Applicant Company comprising 3,00,000 Equity Shares

of ₹10/- each. Both the Equity Shareholders have furnished their consent affidavits to the proposed Scheme, which have been placed on record. In view thereof, the **meeting of the Equity Shareholders of the First Applicant Company is dispensed with**.

15. As regards the **Secured Creditors of the First Applicant Company**, there are **4 (Four) Secured Creditors** having an aggregate outstanding amount of **Rs. 43,20,37,259/-.** The Applicants have submitted that the Scheme does not involve any compromise or arrangement with the Creditors and that the rights of the Creditors shall remain unaffected. The Applicants have further undertaken to obtain and place on record the requisite consents/no-objection certificates from all the Secured Creditors of the First Applicant Company before the final sanction of the Scheme. In view thereof, the meeting of the Secured Creditors of the First Applicant Company is **dispensed with**, subject to the aforesaid compliance before the final sanction of the Scheme.

16. As regards the **Unsecured Creditors of the First Applicant Company**, there are **1,119 (One Thousand One Hundred and Nineteen) Unsecured Creditors** having an aggregate outstanding amount of **Rs. 1,01,46,97,912/-.** The Applicants have submitted that the Scheme does not involve any compromise or arrangement with the Creditors and that the rights of the Unsecured Creditors shall remain unaffected. In view thereof, **the meeting of the Unsecured Creditors of the First Applicant Company is dispensed with**, subject to the First Applicant Company **issuing notices to its Unsecured Creditors having an outstanding balance of Rs.50,00,000/- and above**.

17. As regards the **Equity Shareholders of the Second Applicant Company**, there are **1,97,513 (One Lakh Ninety-Seven Thousand Five Hundred and Thirteen) Equity Shareholders** holding 26,62,00,000 Equity Shares of ₹2/- each, fully paid-up. The Applicants have submitted that, pursuant to the Scheme, no new shares are proposed to be issued by the Second Applicant Company and there shall be no re-organisation of its share capital. In view of the nature of the Scheme and the aforesaid position, **the meeting of the Equity Shareholder s of the Second Applicant Company is dispensed with**.

18. As regards the **Secured Creditors of the Second Applicant Company**, there are **19 (Nineteen) Secured Creditors** having an aggregate outstanding amount of **Rs. 3,181 Crores**. The Applicants have submitted that the Scheme does not involve any compromise, reduction, restructuring, diminution or deferment of the claims of the Secured Creditors and that the security, if any, of the Secured Creditors shall remain unaffected. The Applicants have placed on record written consents/no-objection certificates from 4 (Four) of the Secured Creditors. The Second Applicant Company has undertaken to obtain and place on record the consents of the remaining Secured Creditors before the final sanction of the Scheme. In view thereof, the meeting of the Secured Creditors of the Second Applicant Company is **dispensed with**, subject to the aforesaid compliance before the final sanction of the Scheme.

19. As regards the **Unsecured Creditors of the Second Applicant Company**, there are **20,983 (Twenty Thousand Nine Hundred and Eighty-Three)** Unsecured Creditors

having an aggregate outstanding amount of **Rs. 93,63,57,76,690/-**. The Applicants have submitted that the Scheme does not involve any compromise or arrangement with the Unsecured Creditors and that their rights shall remain unaffected. In view thereof, the meeting of the Unsecured Creditors of the Second Applicant Company is **dispensed with**, subject to the Second Applicant Company **issuing notices** to its Unsecured Creditors having an outstanding balance of **Rs.50,00,000/-** and above.

20. The Applicants have placed on record the certificate dated 10.06.2026 issued by Dhiraj and Dheeraj, Chartered Accountants, setting out the pre and post-merger net worth of the Applicant Companies as on 31 March 2026. As per the said certificate, the net worth of the First Applicant Company is ₹119.88 Crores and that of the Second Applicant Company is ₹5,505.96 Crores, while the net worth of the Transferee Company upon giving effect to the Scheme would be ₹5,625.54 Crores.

21. In case of ***Reliance Industries Ltd. V. Registrar of Companies [Company Appeal (AT) No. 109 of 2023]*** dated 11th May 2023 wherein Hon'ble NCLAT, Principal Bench, New Delhi held that the transfer of demerged undertaking from the wholly owned subsidiary into the parent/ transferee company by way of demerger is akin to merger of wholly owned subsidiary with parent company & directed that convening and holding of meetings of Equity Shareholders, Secured and Unsecured Creditors of the Parent Company was dispensed with and further consent affidavits of 90% of the total value of shareholders and secured creditors and all unsecured creditors will not be necessary at this stage. In the

present case, the First Applicant/Transferor Company is a wholly owned subsidiary of the Second Applicant/Transferee Company and the Scheme involves no compromise with the creditors, no new shares will be issued and the rights of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Second Applicant/Transferee Company are not affected. Accordingly, the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Second Applicant/Transferee Company are dispensed with.

22. The Applicant Companies are directed to serve notices along with a copy of the Scheme 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 the;
    a. The Central Government through the office of Jurisdictional Proper Authority Regional Director, Everest, 5th Floor, 100 Marine Drive, Mumbai- 400002;
    b. The Registrar of Companies, Maharashtra, Mumbai;
    c. Official Liquidator, Hon'ble High Court of Bombay in case of Transferor company;
    d. The assessing officer of the Income Tax within whose jurisdiction the Applicant Companies are assessed, and the Nodal Authority in the Income Tax Department having jurisdiction over the Applicant Companies i.e. Principal Chief Commissioner of Income Tax, Mumbai, Address: - 3rd Floor, Aaykar Bhawan, Maharishi Karve Road, Mumbai – 400020, Phone No. 02222017654, E-mail: mumbai.pccit@incometax.gov.in;
    e. The Goods and Services Tax Authority having

jurisdiction over the Applicant Companies i.e., Deputy Commissioner of State Tax (MUM-NOD-E-106) Nodal-1, Cabin No. D-2, 3rd Floor, Old Building, GST Bhavan, Balwant Singh Dodhi Marg, Mazgaon, Mumbai – 400 010

f. Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Reserve Bank of India, in respect of the Second Applicant Company.

g. Any other Sectoral/ Regulatory authority relevant to the Applicant Companies or their business.

23. The Notice(s), directed to be served in the present order, shall be served by Speed Post/ Courier or through email or through hand delivery along with copy of Scheme and state that "*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*". It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.

24. The Learned Counsel for the Applicant Companies further undertakes that the Applicant Companies shall file the Company Scheme Petition and comply with the provisions relating to service of notices upon all the regulatory authorities directed hereinabove and creditors, wherever applicable.

25. The Applicant Companies will submit, to the extent not forming part of the application, –

    i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.

ii. List of pending IBC cases, if any, along with all other litigation pending against the Applicant Companies having material impact on the proposed Scheme.

iii. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.

26. The Applicant Companies shall file an Affidavit of Service before this Tribunal evidencing service of notices upon the regulatory authorities as directed hereinabove and report to this Tribunal that the directions regarding issuance and service of notices have been duly complied with.

27. Ordered accordingly.

28. The Company Application **C.A.(CAA) NO.135/MB/2026** is **allowed** in the aforesaid term.

Sd/-	Sd/-
Prabhat Kumar	**Sushil Mahadeorao Kochey**
Member (Technical)	Member (Judicial)

AS.