
IS INDIA'S SINGLE BENCH MERGER REFORM READY FOR LISTED COMPANIES OR HAS THE JPC LEFT SEBI OUT? A POST-REPORT REASSESSMENT, WITH A FOUR-JURISDICTION COMPARATIVE STUDY

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ABSTRACT

The Corporate Laws (Amendment) Bill, 2026, introduced in the Lok Sabha on March 23, 2026 and comprising 107 clauses amending the Companies Act, 2013 and the Limited Liability Partnership Act, 2008, proposes a significant restructuring of how mergers are approved in India.¹ Currently, when companies located in different states want to merge, they must file applications before multiple benches of the National Company Law Tribunal (NCLT) at the same time. This creates delays, extra costs, and coordination problems. The Amendment Bill fixes this by requiring merger applications under Sections 230 to 233 to be filed before a single NCLT bench: the one with jurisdiction over the transferee or resultant company. This article welcomes that reform, but argues that neither the Bill as introduced, nor the Report of the Joint Parliamentary Committee (JPC) presented on August 3, 2026, resolves a structural problem the reform creates: how the accelerated, single-bench NCLT process is to interact with SEBI's separate, mandatory pre-filing review of mergers involving listed companies. This article examines that unresolved conflict in detail and undertakes a comparative study of how four common-law jurisdictions, The United Kingdom, Singapore, Hong Kong, and Australia coordinate their court-sanctioned scheme processes with the jurisdiction of their respective securities regulators. Drawing on these models, in particular the statutory notice and no-objection mechanism built into Section 411 of Australia's Corporations Act, the article offers four specific, drafting-ready recommendations for the Rules-making stage that now lies ahead of the Bill.

Keywords: Corporate Laws (Amendment) Bill 2026, NCLT single bench, Joint Parliamentary Committee Report 2026, SEBI jurisdiction, schemes of arrangement, listed companies, mergers and amalgamations, comparative mergers law, Securities Industry Council, Hong Kong Companies Ordinance, Australian Corporations Act.

¹Corporate Laws (Amendment) Bill, 2026, Bill No. 85 of 2026 (India), introduced in Lok Sabha on March 23, 2026 [hereinafter "Amendment Bill 2026"].

I. INTRODUCTION

When two companies want to merge in India, they cannot simply sign an agreement and call it done. They must go through a formal legal process under Sections 230 to 232 of the Companies Act, 2013,² which requires court approval, shareholder and creditor consent, and regulatory clearances. The body that approves these mergers is the National Company Law Tribunal (NCLT).

The problem is that if the companies involved are registered in different states, each company has to file a separate application before the NCLT bench that has jurisdiction over its registered office. A merger between five companies spread across five states has meant five separate sets of proceedings, five separate sets of regulatory reports, and five separate orders, all running simultaneously. This has added months, and sometimes years, to merger timelines.

In *Landcraft Developers Pvt. Ltd. v. Champion Infra Projects Pvt. Ltd.*, the NCLT Allahabad bench condoned a delay of 955 days in a scheme filing because the scheme was still pending before another bench.³ This is not an outlier. It reflects a structural flaw in how merger proceedings have been designed.

The Amendment Bill did not arrive out of nowhere. It is the product of more than two years of consultation, drawing on the 2022 report of the Company Law Committee and the recommendations of the High-Level Committee on Non-Financial Regulatory Reforms, and touches everything from small-company thresholds and buy-backs to virtual annual general meetings, independent-director eligibility, and the decriminalisation of procedural defaults.⁴ Of its 107 clauses, the ones rewriting Sections 230 to 233 of the Companies Act are, for M&A practitioners, the centrepiece.⁵ The Bill was introduced on March 23, 2026 and was referred the same day to a Joint Parliamentary Committee (JPC) for clause-by-clause examination. That Committee submitted its report on August 3, 2026, roughly five months after referral.⁶ The Bill

²Companies Act, 2013, §§ 230-232, No. 18, Acts of Parliament, 2013 (India).

³*Landcraft Developers Pvt. Ltd. v. Champion Infra Projects Pvt. Ltd.*, MA No. 16/2023 in CP (CAA) No. 67/ALD/2019 (NCLT Allahabad Bench 2023).

⁴B. Samrith & Co., *Corporate Laws (Amendments) Bill, 2026: A Brief Overview of Changes Proposed* (July 22, 2026), <https://bsamrithindia.com/corporate-laws-amendments-bill-2026/> (describing the Bill as drawing on the 2022 Report of the Company Law Committee and the recommendations of the High-Level Committee on Non-Financial Regulatory Reforms, following consultations with industry bodies, legal professionals, company secretaries, chartered accountants, and SEBI).

⁵CORPORATELAWS.IN, *Corporate Laws (Amendment) Bill, 2026 — Complete Guide* (May 22, 2026), <https://corporatelaws.in/2026/05/corporate-laws-amendment-bill-2026.html>.

⁶Joint Parliamentary Committee on the Corporate Laws (Amendment) Bill, 2026 (India), Report presented Aug.

is now expected to move toward floor debate, after which Rules will need to be framed under the Central Government's general rule-making power to operationalize the amended Sections 230 to 233.

Under the amended framework, all merger applications under Sections 230 to 233 will have to be filed before a single NCLT bench: the one that has jurisdiction over the transferee or resultant company.⁷ No more parallel proceedings across multiple cities.

This is a genuinely good reform, and the JPC's report has, if anything, strengthened it. But it leaves open a question neither the Bill nor the Committee's report answers: what happens to SEBI's separate review process? When a listed company is involved in a merger, SEBI has its own mandatory pre-filing procedure that must be completed before the company can even approach the NCLT. With the Amendment Bill compressing the NCLT timeline and centralizing proceedings before a single bench, and with the JPC's report now confirmed and the Bill headed toward enactment, the risk of SEBI's process and the NCLT's process running into each other without any coordination mechanism between them has become more concrete, not less. This article sets out that risk, situates it against how four other common-law jurisdictions manage the same structural tension, and proposes fixes that are narrow enough to be adopted at the Rules stage without reopening the Bill itself.

The remainder of this article proceeds in eight further parts. Part II sets out what the Amendment Bill actually changes, correcting a jurisdictional detail that several early commentaries and an earlier draft of this article stated imprecisely.⁸ Part III examines the JPC's report of August 3, 2026, and shows that it strengthens the Bill's merger provisions without closing the SEBI-coordination gap. Part IV sets out that gap in detail, identifying three specific ways in which an accelerated, single-bench NCLT process and SEBI's separate review can now collide. Part V undertakes the comparative study, examining the United Kingdom, Singapore,

3, 2026; see Nasscom, Key Recommendations of the JPC on the Corporate Laws (Amendment) Bill, 2026 – Implications for Tech Industry (Aug. 2026), <https://community.nasscom.in/communities/public-policy/key-recommendations-jpc-corporate-laws-amendment-bill-2026-implications> [hereinafter Nasscom, JPC Recommendations].

⁷Amendment Bill 2026, cl. 57 (amending Companies Act, 2013, No. 18, Acts of Parliament, 2013, § 230(1)); Vaish Associates, Corporate Laws (Amendment) Bill, 2026: Transforming India's M&A and Capital Structuring Framework, LEXOLOGY (Apr. 20, 2026), <https://www.lexology.com/library/detail.aspx?g=a7a22b60-4dbc-4180-8271-853793288fbb> [hereinafter Vaish, Transforming India's M&A]. Contrary to an earlier draft of this article, the amended Section 230(1) fixes jurisdiction in the bench having authority over the transferee or resultant company, not the transferor company; see also Alvarez & Marsal, *infra* note 12.

⁸Amendment Bill 2026, cl. 57 (amending Companies Act, 2013, § 230(1)), *supra* note 7.

Hong Kong, and Australia in turn. Part VI draws out what the four jurisdictions have in common and situates India's Bill, even after the JPC's report, at the least-coordinated end of that comparative spectrum. Part VII sets out four specific, Rules-stage recommendations. Part VIII concludes, and Part IX works through a hypothetical scheme timeline to make the risk identified in Part IV concrete.

II. WHAT THE AMENDMENT BILL ACTUALLY PROPOSES

A. The Single Bench Reform

The heart of the Amendment Bill's restructuring reform is the proposed change to Section 230(1) of the Companies Act.⁹ Under the current law, each company in a merger must apply to the NCLT bench that covers its registered office. The Amendment Bill changes this so that all companies in the merger, regardless of where they are registered, file before a single bench: the one covering the transferee or resultant company's registered office.¹⁰

The practical benefits are straightforward. Instead of multiple NCLT benches each independently gathering regulatory reports from bodies such as the Registrar of Companies, the Regional Director, the Official Liquidator, the Income Tax authorities, SEBI, the Reserve Bank of India, and the Competition Commission of India, there is now one bench, one set of reports, and one order.¹¹ This also works alongside the 2024 NCLT Amendment Rules, which set a 90-day target for disposing of merger petitions,¹² creating a timeline for merger approvals that has genuinely never existed before in the Indian framework.

The single-bench reform is accompanied by a rationalization of approval thresholds. The creditor approval threshold for schemes is reduced from 90% to 75% in value, and the member approval threshold is rationalized to a majority of members present and voting who hold at least 75% of shares among those present and voting.¹³ The stated purpose is commercial

⁹Amendment Bill 2026, cl. 57 (amending Companies Act, 2013, § 230(1)), *supra* note 7.

¹⁰Alvarez & Marsal, India Tax Alert | The Corporate Laws (Amendment) Bill, 2026 (Mar. 25, 2026), <https://www.alvarezandmarsal.com/thought-leadership/india-tax-alert-the-corporate-laws-amendment-bill-2026> (confirming that Sections 230-232 applications are to be filed before the bench with jurisdiction over the transferee/resultant company).

¹¹Vaish, Transforming India's M&A, *supra* note 7 (listing the Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, SEBI, RBI, and the Competition Commission of India among the regulators from whom each bench independently sought reports under the pre-amendment, multi-bench framework).

¹²National Company Law Tribunal (Amendment) Rules, 2024 (India).

¹³Lexology, Reforming Corporate India: Key Insights into the 2026 Amendment Bill and its Implications (May 6, 2026), <https://www.lexology.com/library/detail.aspx?g=4f6e9873-56d7-4edb-af14-66b42083b395>.

workability: a 90% threshold has, in practice, allowed a small minority of dissenting creditors to hold up otherwise value-accretive restructurings. Lower thresholds cut both ways, however, and this article returns to that trade-off in Part IV, since a scheme that clears a lower creditor threshold and is centralized before a single bench is, if anything, more likely to reach SEBI's stage of review with less room for iteration.

B. Faster Mergers for Small Companies

The Amendment Bill also expands the thresholds for fast-track mergers under Section 233.¹⁴ The fast-track route allows small companies and holding-subsidary mergers to proceed through the Regional Director rather than the NCLT. Under the amended thresholds, companies with share capital of up to Rs. 20 Crores and turnover of up to Rs. 200 Crores will be eligible. For startups and small businesses, this will mean saving eight to twelve weeks of NCLT proceedings on routine mergers. The Bill also gives the Central Government rule-making power over the fast-track procedure itself, and widens the route to a broader class of holding-subsidary consolidations and acqui-hires that founders commonly use to tidy up group structures before a fundraising round or an exit.¹⁵

C. What Happens to Treasury Shares

The Amendment Bill inserts a new Section 233A dealing with treasury shares.¹⁶ When a merger is completed, the surviving company sometimes ends up holding shares in itself. These are called treasury shares. Under current law, there is no clear rule on what happens to them. The Amendment Bill says they are automatically cancelled the moment the merger takes effect. This removes a long-standing ambiguity that practitioners have had to manage through elaborate drafting, and gives companies a cleaner post-merger structure. As Part VII of this article explains, however, the cancellation mechanism has a side effect on shareholding percentages that the Bill does not address, and that interacts directly with SEBI's takeover regulations.

D. The Wider Reform Package, and Why It Raises the Stakes

The merger provisions do not stand alone. The Amendment Bill also permits companies to undertake two share buy-backs within a single financial year, provided there is a minimum six-

¹⁴Amendment Bill 2026, cl. 60 (amending Companies Act, 2013, No. 18, Acts of Parliament, 2013, § 233).

¹⁵Alvarez & Marsal, India Tax Alert, *supra* note 10.

¹⁶Amendment Bill 2026, cl. 61 (inserting Companies Act, 2013, No. 18, Acts of Parliament, 2013, § 233A).

month gap between them, and relaxes the current 25% cap on buy-backs for specified classes of companies.¹⁷ It formally recognizes International Financial Services Centre (IFSC) LLPs and creates a statutory "reverse-flip" route allowing foreign-incorporated subsidiaries of Indian promoters to redomicile into the IFSC. It decriminalizes a defined set of technical and procedural defaults, converting them into civil penalties, while retaining criminal consequences for serious misconduct.¹⁸ Each of these reforms depends, to some degree, on merger and capital-restructuring procedure working smoothly and predictably. A buy-back regime that assumes quick execution, or a reverse-flip route meant to attract redomiciliation, is undermined if the underlying scheme-approval process for a listed group entity can stall midway because two regulators are not synchronized. The coordination gap this article identifies is therefore not a narrow technical footnote to the Bill, it sits at the centre of what the wider 2026 reform package is trying to achieve.

III. THE JOINT PARLIAMENTARY COMMITTEE REPORT, AUGUST 2026

A. What the Committee Changed

The JPC's report, presented on August 3, 2026, preserved the single-window logic of the original Bill but refined it in three respects relevant here. First, the Committee carved cross-border mergers out of the domestic single-bench rule, recognizing that cross-border mergers are governed by a separate statutory regime and were never meant to be swept into a purely domestic jurisdiction rule "the kind of precise, technical correction that prevents good policy from producing unintended litigation."¹⁹ Second, the Committee recognized that capacity constraints within the NCLT are a root cause of delay, independent of which bench has jurisdiction, and recommended the establishment of additional NCLT benches and the appointment of additional judicial and technical members.²⁰ Third, on valuation, the Committee supported designating the Insolvency and Bankruptcy Board of India (IBBI) as the Valuation Authority for registered valuers, a governance change that will eventually touch the

¹⁷Alvarez & Marsal, India Tax Alert, *supra* note 10.

¹⁸Cyril Amarchand Mangaldas, Corporate Laws (Amendment) Bill, 2026 and the Parliamentary Committee Report: An Open Road to Home, INDIA CORPORATE LAW (Aug. 2026), <https://corporate.cyrilamarchandblogs.com/2026/08/corporate-laws-amendment-bill-2026-and-the-parliamentary-committee-report-an-open-road-to-home/> [hereinafter Cyril Amarchand, JPC Report].

¹⁹Cyril Amarchand, JPC Report, *supra* note 14 (noting the Committee preserved the single-window logic for domestic schemes while carving out cross-border mergers, which are governed by a separate statutory regime, and recommended augmenting NCLT capacity through additional benches and members).

²⁰Cyril Amarchand, JPC Report, *supra* note 19.

fairness and valuation reports that feed into both NCLT and SEBI review.²¹

Notably, on a separate but structurally analogous issue hybrid and virtual shareholder meetings, the Committee did engage with the coordination problem this article is concerned with. Stakeholders asked for a comprehensive framework governing virtual and hybrid meetings, remote e-voting, and related technological safeguards. The Committee's response was to accept that this framework should be prescribed through Rules "in consultation with the relevant regulators," expressly including SEBI, and aligned with the SEBI (Listing Obligations and Disclosure Requirements) Regulations.²² In other words, the Committee already knows how to instruct rule-makers to build a SEBI-consultation mechanism into a Rules-drafting exercise. It simply did not apply that same instinct to the single-bench merger provisions, where the case for doing so is, if anything, stronger, because the consequence of getting it wrong is not an administrative inconvenience but a stalled, part-executed scheme.

B. What the Report Left Unresolved

The gap identified in this article was not invisible to the JPC process. Commentary published while the Committee was still sitting specifically flagged "the potential conflict between Court established jurisdiction of NCLT, with a single bench, versus the jurisdiction of SEBI for merger schemes of listed companies" as an issue that "needed to be addressed in the JPC process rather than once the legislation becomes effective."²³ Law-firm client alerts published in the weeks after the Bill's introduction made the same point, describing "the interaction of the single-bench reform with SEBI's jurisdiction over listed company schemes" as an area for "further refinement" during the JPC's examination.²⁴ Yet the public summaries of the Committee's recommendations that followed the August 3 report on cross-border carve-outs, NCLT capacity, valuer governance, and virtual-meeting Rules contain no corresponding fix for the SEBI-timing question in the merger and amalgamation chapter itself. The gap identified when the Bill was introduced in March 2026 survives the Committee's report largely

²¹Nasscom, JPC Recommendations, *supra* note 6 (summarising the Committee's recommendations, including designation of the Insolvency and Bankruptcy Board of India as the Valuation Authority for registered valuers, and framing of Rules on hybrid and virtual shareholder meetings "in consultation with" SEBI and aligned with the SEBI (LODR) Regulations).

²²Nasscom, JPC Recommendations, *supra* note 21.

²³Lawaudience, The Corporate Laws (Amendment) Bill, 2026 (June 4, 2026), <https://www.lawaudience.com/the-corporate-laws-amendment-bill-2026/> (recording that practitioners flagged, during the JPC process, "the potential conflict between Court established jurisdiction of NCLT, with a single bench, versus the jurisdiction of SEBI for merger schemes of listed companies").

²⁴Vaish, Transforming India's M&A, *supra* note 7.

unchanged. Because the Bill is now moving toward floor debate and Rules-drafting rather than clause-by-clause redrafting, the practical window for fixing this has narrowed to two points: amendments moved on the floor of Parliament, and the Rules that the Central Government will need to notify under Section 469 of the Companies Act to operationalize the amended Sections 230 to 233.²⁵

IV. THE SEBI PROBLEM THE BILL -AND THE JPC - DO NOT SOLVE

A. SEBI's Separate Process for Listed Companies

For listed companies, a merger is not just an NCLT matter. SEBI has its own mandatory process that applies before the company can even approach the NCLT.

Under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,²⁶ a listed company must obtain SEBI's no-objection before it files its merger petition with the NCLT. SEBI's 2017 Circular²⁷ spells out how this works. The company must submit its draft scheme, a valuation report, a fairness opinion, an auditor's certificate confirming compliance with accounting standards, and related disclosures to the recognized stock exchanges, which then forward everything to SEBI. SEBI then has a nominal 30 days to issue its observation letter though in practice this window frequently extends once the exchange or SEBI raises clarificatory queries, since the 30-day clock is understood in market practice as running from the date all queries have been satisfactorily answered rather than from the date of the original filing. Only after receiving that letter can the company go to the NCLT.

This process exists for a good reason. SEBI's job under the SEBI Act, 1992²⁸ is to protect investors. When a listed company restructures, SEBI reviews whether the valuation is fair, whether disclosures are adequate, and whether minority shareholders are being treated properly. This is a different review from what the NCLT does. The NCLT looks at legal compliance and commercial fairness. SEBI looks at investor protection and market integrity. Both are necessary. The Companies Act itself acknowledges this by requiring the NCLT to

²⁵Companies Act, 2013, § 469, No. 18, Acts of Parliament, 2013 (India) (the Central Government's general rule-making power).

²⁶SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reg. 37 (India).

²⁷SEBI Circular No. CFD/DIL3/CIR/2017/21, Feb. 10, 2017 (India).

²⁸Securities and Exchange Board of India Act, 1992, § 11, No. 15, Acts of Parliament, 1992 (India).

notify SEBI of any scheme involving a listed company.²⁹

B. Where the Two Processes Collide

The Amendment Bill consolidates NCLT proceedings. It does not modify SEBI's process. It also does not say anything about how the two are supposed to interact under the new framework.³⁰ Nor, as Part III showed, does the JPC's report. This creates at least three specific problems.

First, there is a timing problem. SEBI's review window runs from when the listed company submits documents to the stock exchange. The NCLT's 90-day disposal target runs from when the petition is filed.³¹ Under the old multi-bench system, the organic delays of parallel proceedings meant that SEBI's review was almost always completed before the NCLT proceedings gathered pace. Under the new single-bench system, with an accelerated timeline and lower approval thresholds that make it easier for a scheme to clear its shareholder and creditor meetings quickly, there is a real risk that the NCLT's proceedings move faster than SEBI's review, creating a situation where the NCLT is scheduling hearings while SEBI has not yet issued its observation letter.

Second, there is a modification problem. NCLT proceedings often result in changes to the scheme. Shareholders raise objections, creditors seek changes to payment terms, or the NCLT itself requires modifications before it will sanction the scheme. Courts have held that SEBI's observations do not bind the court.³² But what about the reverse:

If the NCLT requires changes to a scheme that SEBI has already cleared, does the company need to go back to SEBI? The Amendment Bill has no answer to this, and neither does the JPC's report. Left unaddressed, this will be litigated.

Third, there is an administrative question. The Amendment Bill consolidates all NCLT proceedings before the bench covering the transferee company's registered office.³³ But for listed companies, the relevant SEBI regional office, the stock exchange where the shares are listed, and the company's registered office may all be in different cities. Which SEBI office

²⁹Companies Act, 2013, § 230(5), No. 18, Acts of Parliament, 2013 (India).

³⁰Vaish, Transforming India's M&A, *supra* note 24.

³¹National Company Law Tribunal (Amendment) Rules, 2024, *supra* note 12.

³²*In re Scheme of Arrangement of Bombay Dyeing and Mfg. Co. Ltd.*, (2012) 170 CompCas 292 (Bom.).

³³Amendment Bill 2026, *supra* note 7, cl. 57.

handles the observation-letter process for a cross-state merger now that the NCLT proceedings are consolidated in one place? The current regulatory framework does not specify this, and centralizing the NCLT side of the process while leaving the SEBI side dispersed only widens the geographic mismatch.

It is worth pausing on why this gap has attracted comparatively little public attention next to the Bill's more visible reforms, such as decriminalization and the buy-back changes. Schemes involving listed companies are a small fraction of the total merger activity the single-bench reform will touch most Section 230-233 filings involve wholly private groups, where no SEBI process runs at all. But listed-company schemes are disproportionately significant in value terms, i.e. they include the demergers, group reorganizations, and take-private transactions that move the most capital and attract the most shareholder and media scrutiny and they are exactly the transactions in which a procedural misstep produces reported litigation, delisting disputes, or minority-shareholder grievances that reach the courts and, eventually, the financial press. A coordination failure that affects a small share of filings by number but a large share of filings by value and visibility is not a marginal problem; it is the kind of problem that determines whether the single-bench reform is remembered as a success or as a reform that solved multi-bench delay only to introduce a new, less visible SEBI-NCLT delay in its place.

V. COMPARATIVE ANALYSIS: FOUR JURISDICTIONS' COORDINATION MODELS

India is not the first common-law jurisdiction to centralize court-sanctioned schemes while a securities regulator retains concurrent jurisdiction over listed companies. The United Kingdom, Singapore, Hong Kong, and Australia have each built a single court-centred scheme process that must live alongside an independent securities or takeovers regulator. Each has arrived at a different coordination technique. Read together, they offer a menu of options for the Rules that will need to accompany India's amended Sections 230 to 233.

A. The United Kingdom

The UK has had a single-court scheme of arrangement procedure for decades under Sections 895 to 901 of the Companies Act, 2006.³⁴ All scheme proceedings, regardless of how many companies are involved or where they are located, go before a single Companies Court. For

³⁴Companies Act, 2006, §§ 895-901, No. 46, Acts of Parliament, 2006 (U.K.).

listed companies, the Financial Conduct Authority (FCA) has concurrent jurisdiction under Listing Rule 13.³⁵

The UK resolves the tension between the court and the FCA through a procedural design built into the process itself. The FCA must approve the shareholder circular before it is sent to shareholders. But the Companies Court issues the order convening shareholder meetings before that FCA approval is in hand. The circulars simply cannot be dispatched until the FCA has cleared them. This means the FCA's review runs in parallel with, but must be completed before the practical effect of, the court's convening order. Neither regulator has authority over the other. They are coordinated through the procedural sequence, not through a hierarchy. This is, in effect, a sequencing rule rather than a statutory precondition: the court order exists, but is practically inert until the regulator has acted.

B. Singapore

Singapore's scheme of arrangement procedure under Section 210 of the Companies Act, 1967³⁶ operates before a single High Court. For listed entities, the Securities Industry Council (SIC) exercises concurrent jurisdiction as the body that administers the Singapore Code on Takeovers and Mergers, issued by the Monetary Authority of Singapore on the Council's advice under the Securities and Futures Act.³⁷ A scheme used to effect a change of control in a listed company must comply with the Take-over Code's disclosure and timetable requirements including Rule 25's requirements on valuations and scheme documentation in addition to satisfying the court.³⁸

What makes Singapore especially instructive for India is not just its structure but its recent history. On June 16, 2026, while India's own JPC was in the middle of its examination, MAS, acting on the SIC's advice, issued a revised Take-over Code, effective from July 16, 2026, following a public consultation that drew feedback from twenty-four respondents.³⁹ The

³⁵Financial Conduct Authority, Listing Rules, LR 13 (U.K.).

³⁶Companies Act, 1967, § 210, Cap. 50 (Sing.).

³⁷Securities and Futures Act 2001, § 139, Cap. 289 (Sing.) (establishing the Securities Industry Council as the body that administers the Take-over Code); id. § 321 (empowering the Monetary Authority of Singapore to issue the Singapore Code on Takeovers and Mergers on the Council's advice); Monetary Authority of Singapore, Securities Industry Council, <https://www.mas.gov.sg/securities-industry-council>.

³⁸Baker McKenzie, Effecting a Takeover | Singapore, Global Public M&A Guide, <https://resourcehub.bakermckenzie.com/en/resources/global-public-ma-guide/asia-pacific/singapore/topics/effecting-a-takeover> (describing the stages of a Section 210 scheme, including the requirement that scheme documentation comply with the Take-over Code).

³⁹Legally First, Singapore Code on Take-Overs and Mergers: Key Changes Explained (Aug. 2026),

revision was explicitly framed around three objectives, protecting the competitive process in take-over and merger transactions, strengthening disclosure standards, and "improving the certainty and timeliness of schemes of arrangement."⁴⁰ That a mature, well-resourced regulator felt the need, in mid-2026, to tighten the timing and certainty of its own scheme process is a useful signal for India's legislators: even jurisdictions with decades of institutional experience treat the interaction between court-sanctioned schemes and securities regulation as something that needs active, periodic recalibration, not a settled question that can be left to informal practice indefinitely.

C. Hong Kong

Hong Kong's scheme of arrangement regime, now found in the Companies Ordinance (Cap. 622), requires court sanction from the Hong Kong High Court. Since reforms that took effect in 2014, a scheme that amounts to a takeover offer no longer needs to satisfy the traditional "headcount test" (a majority in number of members voting); instead it must clear a "negative 10% test," under which dissenting votes must not exceed 10% of the voting rights attached to all disinterested shares, in addition to the ordinary 75% approval-by-value threshold.⁴¹ The Securities and Futures Commission (SFC) administers the Codes on Takeovers and Mergers and Share Buy-backs under its statutory functions and runs a parallel review of privatization schemes involving listed companies.⁴²

Hong Kong's coordination mechanism is less a fixed rule than an evolving practice built through litigation and regulatory guidance. In Chong Hing Bank Ltd., the Hong Kong High Court had to resolve how the Companies Ordinance's "independent shareholder" approval requirement interacted with the Takeovers Code's own, stricter voting requirements for concert-party shareholders whose shares were the subject of the scheme.⁴³ The SFC responded

<https://www.legallyfirst.com/resources/singapore-code-on-take-overs-and-mergers-key-changes-explained> (noting that the revised Code, issued by MAS on the SIC's advice on June 16, 2026 and effective July 16, 2026, was expressly framed to pursue "improving the certainty and timeliness of schemes of arrangement," among other objectives).

⁴⁰Legally First, Singapore Code on Take-Overs and Mergers: Key Changes Explained, *supra* note 39.

⁴¹Companies Ordinance (Cap. 622), § 674 (H.K.) (setting out the "negative 10% test" that, since the 2014 reforms, replaces the headcount test for schemes involving a takeover offer).

⁴²Securities and Futures Ordinance (Cap. 571) (H.K.) (conferring the Securities and Futures Commission's statutory functions); Codes on Takeovers and Mergers and Share Buy-backs (H.K.), administered by the SFC.

⁴³Mayer Brown, Latest Legal Development in Hong Kong Privatisation Scheme (Jan. 2024), <https://www.mayerbrown.com/en/insights/publications/2022/01/latest-legal-development-in-hong-kong-privatisation-scheme> (discussing Chong Hing Bank Ltd., HCMP 968/2021, [2021] HKCFI 3091, and the SFC's related "Takeovers Bulletin").

by flagging the judgment and its implications to market participants through its own "Takeovers Bulletin," a regular publication that keeps the market informed of how judicial and regulatory interpretation are developing side by side.⁴⁴ The lesson from Hong Kong is that even where a jurisdiction has not built an explicit statutory coordination clause into its Companies Ordinance, an active, communicative regulator that publishes interpretive guidance in step with the courts can substantially reduce the uncertainty that a bare jurisdictional overlap would otherwise create. India's SEBI has no equivalent standing practice of publishing interpretive bulletins specifically addressed to the NCLT's evolving single-bench case law.

D. Australia

Australia's model is the most directly transplantable of the four, because it is the only one that makes the regulator's involvement a statutory precondition to the court process itself, rather than a matter of practice, informal liaison, or sequencing. Schemes of arrangement in Australia are governed by Part 5.1, Section 411 of the Corporations Act 2001 (Cth).⁴⁵ Two features of that section are decisive.

First, the court will not make the order convening the scheme meeting under Section 411(1) unless the Australian Securities and Investments Commission (ASIC) has had fourteen days' notice of the hearing and the court is satisfied that ASIC has had a "reasonable opportunity" to examine the proposed terms of the scheme and the draft explanatory statement.⁴⁶ Second, at the later "second court hearing," where the court decides whether to approve the scheme, the court may only do so if it either has received a statement from ASIC under Section 411(17)(b) that ASIC has no objection to the scheme, or is otherwise satisfied that the scheme has not been proposed for the purpose of avoiding the operation of Chapter 6 of the Act (Australia's takeovers chapter).⁴⁷ ASIC has published Regulatory Guide 60 setting out, in detail, how and when it will issue that statement, giving practitioners a predictable timetable to plan around.

⁴⁴Mayer Brown, *supra* note 32.

⁴⁵Corporations Act 2001 (Cth) pt 5.1, § 411 (Austl.); White & Case, *Schemes of Arrangement in Australia*, <https://www.whitecase.com/insight-our-thinking/schemes-arrangement-australia>.

⁴⁶Corporations Act 2001 (Cth) §§ 411(1), 411(1A) (Austl.) (the court will not order a meeting unless ASIC has had 14 days' notice of the hearing and the court is satisfied ASIC has had a "reasonable opportunity" to examine the scheme and explanatory statement); MinterEllison, *A Simple Summary of How a Scheme of Arrangement Works Under Australian Takeovers Laws*, <https://www.minterellison.com/articles/how-a-scheme-of-arrangement-works>.

⁴⁷Corporations Act 2001 (Cth) § 411(17)(b) (Austl.); Australian Securities and Investments Commission, *Regulatory Guide 60: Schemes of Arrangement*.

The effect of Section 411 is to fuse the regulator's clearance into the court's own jurisdiction to act, at two separate checkpoints, the first hearing and the second hearing, rather than leaving the two processes to run on separate, potentially conflicting tracks. A scheme simply cannot reach the point of taking legal effect in Australia without ASIC either affirmatively signing off or the court itself making a considered finding, on the record, that the regulator's concerns do not apply. This is the closest existing model to what this article recommends for India in Part VII.

VI. LESSONS FOR INDIA: WHAT THE FOUR MODELS HAVE IN COMMON, AND WHAT INDIA CURRENTLY LACKS

The four jurisdictions surveyed above sit along a single spectrum, defined by how tightly the securities regulator's clearance is bound to the court's own power to act. At one end, Australia makes the regulator's notice-and-clearance a hard statutory precondition, written directly into Section 411 itself. Next along the spectrum, the United Kingdom achieves much the same result through a sequencing rule. The court's convening order exists independently of the FCA, but is rendered practically inert until the FCA has cleared the circular that gives the order commercial effect. Singapore has historically relied on a softer, more administrative form of coordination compliance with the Take-over Code as a parallel, non-statutory condition policed by the SIC but its June 2026 revision shows a regulator actively tightening that arrangement in response to perceived timing and certainty concerns, rather than treating the status quo as adequate. Hong Kong sits at the most informal end, there is no explicit statutory coordination clause, but an active, judicially engaged regulator that fills gaps through case law and its own published bulletins.

Measured against this spectrum, India's Amendment Bill even after the JPC's report currently sits below all four models. It has no statutory precondition of the Australian kind. It has no sequencing rule of the UK kind, tying the practical effect of an NCLT order to a prior SEBI clearance. It has no revised, administratively updated liaison protocol of the kind Singapore's SIC has just issued. And because the single-bench regime is entirely new, there is no body of NCLT case law analogous to Hong Kong's Chong Hing Bank line of authority for SEBI to respond to through interpretive guidance. India's Bill, in other words, is not simply behind the most demanding of the four comparators on this specific question, it is behind all of them. That is a striking position for a reform whose own Statement of Objects and Reasons describes its

purpose as bringing India's M&A framework closer to the standards of comparable common-law jurisdictions.⁴⁸ It is also, as Part III showed, an easy position to correct, because the Bill's own drafters have already used a "framed in consultation with SEBI" technique elsewhere in the same legislative package, for hybrid and virtual shareholder meetings.⁴⁹ Extending that technique or, better, adopting something closer to the Australian model to the single-bench merger provisions would close the gap without reopening any of the reforms the JPC has already approved.

A Note on the Limits of Comparative Borrowing

A comparative study of this kind invites an obvious objection, i.e. Australia, the United Kingdom, Hong Kong, and Singapore are common-law jurisdictions with far smaller listed-company populations, more concentrated securities regulators, and, in Australia's case, a single Corporations Act administered at the federal level rather than a state-by-state company law.

India's NCLT, by contrast, sits across dozens of benches, its docket dominated by insolvency rather than scheme matters, and SEBI regulates a listed universe an order of magnitude larger than the ASX. These differences matter, and they counsel against transplanting any of the four models wholesale.

But the specific feature this article borrows from Australia which is the fixed notice period and a documented no-objection or judicial-finding checkpoint before the court's order takes effect is not sensitive to market size or regulator concentration. It is a procedural safeguard, not a substantive standard, and procedural safeguards of this kind travel well precisely because they do not require the receiving jurisdiction to adopt the exporting jurisdiction's institutional architecture, they only require that jurisdiction to write down, in its own Rules, when one process must wait on another. India already does this kind of borrowing successfully elsewhere, the 90-day disposal target introduced by the 2024 NCLT Amendment Rules and the very single-bench jurisdictional model at the centre of this article both draw on the logic of concentrated, time-bound court processes that the UK and Singapore pioneered decades earlier.⁵⁰⁵¹ Extending that same comparative instinct to the SEBI-NCLT interface is a modest,

⁴⁸Amendment Bill 2026, cl. 57; Amendment Bill 2026, Statement of Objects and Reasons.

⁴⁹Nasscom, JPC Recommendations, *supra* note 21.

⁵⁰National Company Law Tribunal (Amendment) Rules, 2024, *supra* note 12.

⁵¹Amendment Bill 2026, Statement of Objects and Reasons, *supra* note 48.

incremental step, not a leap into unfamiliar territory.

VII. FOUR RECOMMENDATIONS FOR THE RULES-DRAFTING STAGE AND THE FLOOR DEBATE

Because the JPC's clause-by-clause examination has concluded, the practical opportunity to fix the coordination gap now lies in floor amendments to the Bill and, more realistically, in the Rules that the Central Government will need to notify under Section 469 of the Companies Act to operationalize the amended Sections 230 to 233.⁵² Four targeted changes, drawn directly from the comparative study in Part V, would close the gap without disturbing anything the JPC has already recommended.

A. A Statutory Notice-and-No-Objection Mechanism, Modelled on Australia

The NCLT Rules made under the amended Section 230 should require, for any scheme involving a listed company, that first, SEBI (or the relevant stock exchange, as SEBI's delegate for this purpose) be given a fixed period of notice, for instance, fourteen working days, mirroring Section 411(1A) of Australia's Corporations Act⁵³ before the NCLT issues its order convening shareholder and creditor meetings and second, that the NCLT's order at the sanction hearing record either a written no-objection communication from SEBI, modelled on the statement contemplated by Section 411(17)(b) of the Australian Act,⁵⁴ or a specific finding by the NCLT that the scheme has not been structured to avoid SEBI's regulatory requirements. Building this into the Rules, rather than relying on informal practice, removes the very uncertainty that the single-bench reform's accelerated timeline threatens to expose.

B. A Sequencing Rule for Post-Clearance Modifications, Modelled on the United Kingdom

If the NCLT requires material changes to a scheme after SEBI's observation letter has already been issued, the Rules should require the listed company to notify SEBI of the modification within five working days, with SEBI permitted to issue a supplemental observation letter within fifteen working days of that notification.⁵⁵ Following the UK's approach, the Rules could

⁵²Companies Act, 2013, § 469, No. 18, Acts of Parliament, 2013 (India), *supra* note 25.

⁵³Corporations Act 2001 (Cth) § 411(1A) (Austl.), *supra* note 46.

⁵⁴Corporations Act 2001 (Cth) § 411(17)(b) (Austl.), *supra* note 47.

⁵⁵SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *supra* note 18, Reg. 37.

further provide that the NCLT's sanction order does not take practical effect in the sense of the scheme being filed with the Registrar of Companies until any supplemental SEBI review has either concluded or the fifteen-day window has lapsed without objection. This is not a new idea, competent practitioners already try to manage this informally. What the Amendment Bill's acceleration of NCLT timelines does is make informal coordination harder to rely on. Putting the sequencing rule in the Rules removes the uncertainty.

C. A Takeover Regulations Exemption for Section 233A Cancellations

The proposed Section 233A⁵⁶ says treasury shares are automatically cancelled when a merger takes effect. But it does not address what happens to shareholders whose percentage holding in the surviving company increases as a result of that cancellation, because the total number of shares outstanding has gone down. Under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, acquiring 25% or more of a listed company's voting rights triggers a mandatory open offer requirement.⁵⁷ A shareholder who held 24% before the merger could find themselves holding more than 25% after the treasury shares are cancelled, without having bought a single additional share. Hong Kong and Singapore both handle comparable creeping-acquisition and share-cancellation scenarios through formal exemption or waiver applications to their respective Takeovers Councils rather than automatic statutory relief,^{58,59} SEBI could adopt an analogous administrative route. The Rules, or a SEBI circular issued alongside them, should provide either an explicit exemption from the open-offer obligation for shareholding changes that result solely from Section 233A cancellations, or a clear, time-bound procedure for shareholders to apply to SEBI for such an exemption before the Bill comes into force.

D. A Single, Designated SEBI Point of Contact for Cross-State Listed Company Schemes

For cross-state mergers involving listed companies, the Amendment Bill's single-bench model means that the relevant NCLT bench may be in a different city from the listed company's

⁵⁶Amendment Bill 2026, *supra* note 13, cl. 61.

⁵⁷Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Reg. 3 (India) (triggering a mandatory open offer on the acquisition of 25% or more of a target company's voting rights).

⁵⁸Securities and Futures Ordinance (Cap. 571) (H.K.), *supra* note 42.

⁵⁹Securities and Futures Act 2001, § 139, Cap. 289 (Sing.), *supra* note 37.

primary stock exchange, its registered office, and its legal and banking advisers.⁶⁰ Hong Kong's SFC and Singapore's SIC both function as a single, identifiable point of contact for scheme-related regulatory questions, rather than leaving companies to work out which of several regional offices has jurisdiction.⁶¹ ⁶² The Rules should designate SEBI's head office in Mumbai as the competent authority to handle observation-letter submissions for all listed-company schemes filed under the new single-bench framework, with stock exchange submissions routed through the exchange on which the company's shares are most actively traded by volume. This is a simple administrative fix that removes a source of uncertainty that will otherwise produce litigation.

IX. A WORKED ILLUSTRATION: HOW THE GAP WOULD PLAY OUT IN PRACTICE

The risk described in Part IV is easiest to see through a concrete, if hypothetical, sequence of events. Consider a listed transferee company headquartered in Mumbai acquiring a listed transferor company headquartered in Hyderabad, with the transferor's shares also held partly through a subsidiary structure in Ahmedabad. Under the pre-amendment law, this transaction would have required separate applications before the NCLT benches in Mumbai and Hyderabad, each independently gathering regulatory reports and each capable of moving at its own pace, the very inefficiency the Amendment Bill is designed to eliminate.⁶³ Under the amended Section 230(1), the entire scheme is filed once, before the NCLT bench with jurisdiction over the transferee company in Mumbai.⁶⁴

On day one, the companies submit their draft scheme, valuation report, fairness opinion, and auditor's certificate to the stock exchange, which forwards the package to SEBI under the 2017 Circular.⁶⁵ SEBI's nominal clock begins to run. On or around day fifteen, suppose SEBI's examining team raises two rounds of clarificatory queries about the valuation methodology used for the Ahmedabad subsidiary's minority stake, a routine, unremarkable event in scheme practice. Each round of queries typically adds one to three weeks before SEBI is prepared to issue its observation letter, so a nominally 30-day process can, in ordinary course, stretch past

⁶⁰Amendment Bill 2026, cl. 57, *supra* note 33.

⁶¹Securities and Futures Ordinance (Cap. 571) (H.K.), *supra* note 42.

⁶²Securities and Futures Act 2001, § 139, Cap. 289 (Sing.), *supra* note 37.

⁶³Vaish, Transforming India's M&A, *supra* note 11.

⁶⁴Amendment Bill 2026, cl. 57 (amending Companies Act, 2013, § 230(1)), *supra* note 7.

⁶⁵SEBI Circular No. CFD/DIL3/CIR/2017/21, *supra* note 27.

day forty-five or day sixty before the observation letter finally issues.

Meanwhile, nothing in the amended Companies Act or the 2024 NCLT Amendment Rules requires the Mumbai bench to wait for that letter before it begins processing the petition once filed.⁶⁶ If the companies, anxious to make use of the new 90-day disposal target, file their Section 230 petition with the NCLT as soon as the scheme documents are ready rather than waiting for SEBI's observation letter, which the Companies Act does not expressly make a precondition to filing⁶⁷. The NCLT bench could, in principle, issue notice, direct that meetings of shareholders and creditors be convened, and begin working toward a sanction hearing while SEBI's clarificatory queries are still outstanding. By the time SEBI's observation letter finally arrives on, say, day fifty, the NCLT-convened shareholder meeting might already have taken place on the basis of scheme documents that predate SEBI's final observations. If SEBI's letter contains a condition requiring even a modest amendment to the disclosure in the explanatory statement, the company now faces an uncomfortable choice which would be to either proceed to the NCLT sanction hearing on the basis of a scheme that shareholders approved before SEBI's condition was incorporated, re-convene the shareholder meeting at further cost and delay, or ask the NCLT to accommodate the amendment informally, inviting exactly the kind of procedural objection that Part IV.B, second problem, describes.

None of this requires bad faith on anyone's part, not the company, not the NCLT bench, not SEBI. It is simply what happens when one process is placed on an accelerated, single-track statutory clock and another is left on its historical, informal clock, with no provision requiring the first to wait for, or notify, the second. Under the Australian model examined in Part V.D, this scenario could not arise in the same way: the NCLT-equivalent court could not even issue its convening order without ASIC first having fourteen days' notice and a reasonable opportunity to review the scheme, and could not approve the scheme at the sanction stage without ASIC's clearance or a specific judicial finding on the record.⁶⁸⁶⁹ Under the UK model examined in Part V.A, the practical outcome would be softer but still protective: the shareholder circular simply could not be sent, and the meeting convened on its basis, until the FCA had cleared it.⁷⁰ India's Bill, as things stand, has neither safeguard, which is precisely why

⁶⁶National Company Law Tribunal (Amendment) Rules, 2024, *supra* note 12.

⁶⁷SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reg. 37, *supra* note 26.

⁶⁸Corporations Act 2001 (Cth) § 411(1A) (Austl.), *supra* note 46.

⁶⁹Corporations Act 2001 (Cth) § 411(17)(b) (Austl.), *supra* note 47.

⁷⁰Financial Conduct Authority, Listing Rules, LR 13, *supra* note 35.

the recommendations in Part VII are framed as a notice-and-clearance mechanism (Recommendation A) paired with a sequencing rule for post-clearance modifications (Recommendation B), the two checkpoints that, between them, would have prevented every step of the hypothetical scheme above from going wrong.

VIII. CONCLUSION

The Corporate Laws (Amendment) Bill, 2026 is a meaningful and overdue reform, and the Joint Parliamentary Committee's report of August 3, 2026 has, on balance, improved it. The cross-border carve-out prevents a category error, and the recommendation to expand NCLT capacity addresses a real institutional bottleneck that no amount of jurisdictional tidying could fix on its own.⁷¹ The single-bench NCLT mechanism addresses a genuine problem that has made Indian mergers unnecessarily slow and expensive. The fast-track threshold expansion will help startups and small businesses restructure quickly. The treasury share cancellation rule removes a long-standing drafting problem. These are good changes, and they deserve to be passed.

But a reform that speeds up NCLT proceedings and concentrates them before a single bench also removes the procedural buffers that have historically allowed SEBI's concurrent review to run alongside the court process without conflict. Neither the Amendment Bill nor the JPC's report addresses this. The comparative study in Parts V and VI shows that India is not choosing between an unprecedented coordination burden and business as usual, it is choosing whether to adopt a version of a problem that the United Kingdom, Singapore, Hong Kong, and Australia have each already had to solve, in each case before their own courts and regulators were left to work it out through costly litigation. Australia's Corporations Act shows that a statutory notice-and-no-objection mechanism is a workable, well-tested design. Singapore's own June 2026 revision of its Take-over Code shows that even a mature regulator revisits these questions rather than assuming they are permanently settled. The four recommendations proposed in Part VII are practical, targeted, consistent with the Bill's purpose, and, because the JPC has already reported, achievable at the Rules-drafting stage without reopening the Bill itself. They do not slow the reform down. They make it work properly.

India's corporate regulatory framework is going through significant reform across multiple

⁷¹Cyril Amarchand, JPC Report, *supra* note 19.

fronts at once, The Insolvency and Bankruptcy Code (Amendment) Act, 2026⁷² has overhauled insolvency law, SEBI's own ICDR amendments have changed capital markets regulation,⁷³ and the Amendment Bill, now fortified by the JPC's report, proposes to modernize merger procedure. All of these reforms interact with each other. Getting the NCLT-SEBI coordination right at the Rules-drafting stage that now lies immediately ahead is not a minor technical detail. It is the difference between a reform that delivers its promised efficiency gains and one that trades one set of delays for another.

⁷²Insolvency and Bankruptcy Code (Amendment) Act, 2026, No. 7, Acts of Parliament, 2026 (India).

⁷³Fox & Mandal, Recent Developments in India's Corporate & Commercial Laws: June 2026, MONDAQ (June 2026), <https://www.mondaq.com/india/contracts-and-commercial-law/1790520/recent-developments-in-indias-corporate-and-commercial-laws-april-2026>.