



WTM/KCV/CFD/10 /2025-26

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

UNDER SUB-SECTION (1) OF SECTION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH REGULATION 28 OF THE SEBI (BUY-BACK OF SECURITIES) REGULATIONS, 2018.

IN THE MATTER OF BUY-BACK OF SECURITIES IN –

COMPANY	NURECA LIMITED
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Background –

1. Nureca Limited (“**Company**” or “**Transferee Company**”) is a listed company incorporated on November 02, 2016 under the provisions of the Companies Act, 1956. The registered office of the company is located at Office No.101, 1st Floor, Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai City, Mumbai, Maharashtra, India, 400063. The shares of the company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”).
2. The company has filed an Application dated September 04, 2025 (“**Application**”) seeking exemption from the strict enforcement of the requirement contained under sub-regulation (ii) of regulation 24 of the SEBI (Buy–back of Securities) Regulations, 2018 (“**Buy–back Regulations, 2018**”). The aforesaid Application has been necessitated on account of a Scheme of Arrangement between the company & its wholly owned subsidiary, Nureca Technologies Private Limited (“**Transferor Company**” or “**NTPL**”), details of which are brought out in the subsequent paragraphs of this Order.



3. The following is noted from the Application submitted by the company–

(a) On May 20, 2025, the Board of Directors of the transferee Company had approved a Scheme of Arrangement between transferee company and transferor company and their respective shareholders under sections 230-232 of the Companies Act, 2013.

(b) The scheme was approved by the shareholders in the Annual General Meeting held on June 16, 2025 by way of special resolution.

(c) The salient features of the Scheme of Arrangement are as under –

- i. The Scheme of Arrangement as approved by the Board of Directors of the transferee company and the transferor company provides for merger by absorption of transferor company with transferee company.
- ii. The transferor company is wholly owned subsidiary of the Company.
- iii. There is no consideration involved in the Scheme since the entire shareholding of the transferor company is held by the Company. Hence, there will be no change in the shareholding pattern of the Company pursuant to the Scheme.

(d) The transferee company has submitted that –

- i. Vide SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and sub regulation (6) of regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), SEBI had exempted Schemes involving merger of a wholly owned subsidiary with holding company from various compliances.



- ii. The company has thereafter filed an application with the Hon'ble National Company Law Tribunal ("**NCLT**") at Mumbai on July 30, 2025 for necessary approval, which is pending.
 - iii. The Scheme comprises of plain vanilla merger which is an internal restructuring of wholly-owned subsidiary without affecting public shareholding. Considering that there is no new issuance of equity shares or change in the shareholding pattern of the Company consequent to the Scheme, the regulation 24(ii) of the Buy Back Regulations is considered procedural in this context.
 - iv. The promoters have undertaken that they would not participate in the buyback, as and when announced by the Board of Directors. Therefore, buyback will be purely for the benefit of public shareholders.
 - v. The Companies Act does not restrict Companies from announcing a buy-back during the pendency of any merger or amalgamation. The Company will comply all applicable provisions of the Act.
 - vi. Strict enforcement would cause hardship by delaying the buyback and depriving shareholders of the opportunity to participate and receive surplus cash.
4. I have considered the Application made by the company along with all the material available on record. For the purpose of considering the instant Application, relevant extracts of sub-regulation (ii) of regulation 24; and regulation 28 of the Buy-back Regulations, 2018 are reproduced as under–



“Obligations of the company for all buy-back procedure:

24 (ii) No public announcement of buy-back shall be made during the pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act.

Power to relax strict enforcement of the regulations:

28 (i) The Board may, in the interest of investors and the securities market, relax the strict enforcement of any requirement of these regulations except the provisions incorporated from the Companies Act, if the Board is satisfied that:

(a) the requirement is procedural in nature; or

(b) the requirement may cause undue hardship to investors;

...”

5. As per regulation 28 of the Buy-back Regulations, 2018, the Board may, in the interest of investors and the securities market, relax the strict enforcement of any requirement of the aforesaid Regulations except the provisions incorporated from the Companies Act, if the Board is satisfied that the requirement is procedural in nature or the requirement may cause undue hardship to investors. I note that the requirement contained in sub-regulation (ii) of regulation 24 of the Buy-back Regulations 2018 is substantive in nature and prohibits the Company from making any public announcement of buy-back during the pendency of any Scheme of Arrangement pursuant to the provisions of the Companies Act, 2013.
6. In its Application, the company has submitted that buyback allows for the return of surplus cash to shareholders and expediting the process is in the interest of investors, particularly small shareholders. Further, the company has confirmed that there will



be no fresh issue of equity shares consequent to the Scheme of Arrangement. The company has also submitted that the internal restructuring of wholly-owned subsidiary is without affecting public shareholding. Considering the aforementioned, I find that the requirement of sub-regulation (ii) of regulation 24 of the Buy-back Regulations 2018 can be viewed as a procedural requirement having regard to the facts of the present Application (i.e. a Scheme of Arrangement between a holding company and its wholly owned subsidiary not involving any new issuance of equity shares or change in the paid-up share capital of the Company impacting the proposed buy-back).

7. Accordingly, I am of the considered view that exemption as sought for in the Application be granted to the company. However, such exemption shall be subject to certain conditions stated herein. The exemption has been granted as per the facts contained in the Application and shall not operate as a precedent.

ORDER –

8. I, in exercise of the powers under sub-section (1) of section 11 of the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and regulation 28 of the Buy-back Regulations 2018, hereby grant exemption to the Company, from ensuring compliance with the requirement of sub-regulation (ii) of regulation 24 of the Buy-back Regulations 2018 in relation to the proposal for buy-back of equity shares (to be placed for the consideration of the Board of Directors of the Company) as mentioned in the Application.
9. The exemption so granted is subject to the following conditions:



- i. The proposed buy-back, if approved by the Board of Directors of the Company, shall be in accordance with the relevant provisions of the Companies Act, 2013, the Buy-back Regulations, 2018 and any other applicable law.
 - ii. The statements/averments made or facts and figures mentioned in the Application are true and correct.
 - iii. The statements/averments made or facts mentioned in the Scheme of Arrangement intimated to BSE and NSE are true and correct.
10. The exemption granted above is limited to a relaxation from the strict enforcement of sub-regulation (ii) of regulation 24 of the Buy-back Regulations 2018 and shall not be construed as an exemption/relaxation from any other requirement under the Buy-back Regulations, 2018 or the provisions incorporated therein from the Companies Act, 2013.
11. The Application dated September 04, 2025, filed by the company is accordingly disposed of.

PLACE: MUMBAI
DATE: OCTOBER 16, 2025

KAMLESH C. VARSHNEY
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA