

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH, COURT-II**

**C.P. (C.A.A.) /101/ 2021  
IN  
C.A. (CAA) No. 1112 of 2020**

*In the matter of the Companies Act, 2013*

*AND*

*In the matter of Sections 230 to Section 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016*

*AND*

*In the matter of Scheme of Amalgamation (Merger by absorption) and Arrangement of Sanspri Foods & Investments Private Limited (“SFIPL” or “Transferor Company 1”), and Amarkantak Foods Private Limited (“AFPL” or “Transferor Company 2”) with Desai Foods Private Limited (“DFPL” or “Transferee Company”) and their respective Shareholders (‘Scheme’)*

**Sanspri Foods & Investments Private Limited**

[CIN: U15549PN2019PTC184941]

}...First Petitioner  
Company/Transferor  
Company 1

**Amarkantak Foods Private Limited**

[CIN: U15400MP2014PTC033499]

}...Second Petitioner  
Company/Transferor  
Company 2

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**Desai Foods Private Limited**

[CIN: U15400PN2009PTC133749]

}...Third Petitioner  
Company/Transferee  
Company

**Order Delivered on 12.07.2021**

***Coram:***

Hon'ble Member (Judicial) : Mr. Ashok Kumar Borah

Hon'ble Member (Technical) : Mr. Shyam Babu Gautam

For the Financial Creditor : Mr Hemant Sethi, Ms Vidisha  
Poonja Advocates i/b Hemant  
Sethi & Co..

**ORDER**

***Per: Shyam Babu Gautam, Member***

1. The Court is convened by videoconference today.
2. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in order dated 25<sup>th</sup> March 2021 passed by this Tribunal in CA (CAA) No 1112 of 2021, the meetings of Equity shareholders of the Petitioner Companies were dispensed with in view of consent affidavits filed by all of the Equity Shareholders of the Petitioner Companies. Further, the meetings of

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the Secured and Unsecured Creditors were dispensed with, since there are no compromise or arrangement with Creditors as no sacrifice is called for and no rights of the Creditors are affected.

3. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in order dated 25<sup>th</sup> March 2021 passed by this Tribunal in CA (CAA) No 1112 of 2021, the Petitioner Companies as per the directions in said order served notices upon the (i) Income Tax Authority; (ii) Central Government through the concerned office of the Regional Director (iii) concerned Registrar of Companies (iv) Official Liquidator in so far as the Transferor Company 1 and Transferor Company 2 is concerned as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
4. Learned Counsel for the Petitioner Companies further submit that the Company Scheme Petition is filed in consonance with Sections 230-232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder as in force from time to time along with the Order passed in CA (CAA) 1112 of 2020 by this Tribunal.
5. Hence the present Company Scheme Petition seeking sanction of the Scheme of Arrangement is admitted for hearing on 20.08.2021 with the following directions.

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6. The Petitioner Companies are directed to serve notices along with copy of the scheme upon: -
  - i. concerned Income Tax Authorities within whose jurisdiction the respective Petitioner Company's assessments are made;
  - ii. the Central Government through the office of Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai;
  - iii. Registrar of Companies, Maharashtra, Pune,
  - iv. Official Liquidator
  
7. At least 10 days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz. '*Financial Express*' in English and translation thereof in '*Loksatta*' in Marathi, both having circulation in Maharashtra as per rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Petitioner Companies will have option to publish notices online in the respective e-newspaper editions.
  
8. The Petitioner Companies shall host notices along with the copy of the scheme on their respective websites, if any.
  
9. The Petitioner Companies shall file Compliance Report with the registry in lieu of customary affidavit of service in regard to the

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directions given by the Tribunal at least three days before the date fixed for final hearing and do report to this Tribunal that the directions have been duly complied with.

10. List the matter on 20.08.2021

**Sd/-**

**SHYAM BABU GAUTAM**  
**Member (Technical)**

12.07.2021  
SAM

**Sd/-**

**ASHOK KUMAR BORAH**  
**Member (Judicial)**