



IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH : C-IV

CA(CAA)-33/MB/2025

*In the matter of*  
*Sections 230 to 232 and other applicable*  
*provisions of the Companies Act, 2013*

*And*

*In the matter of*  
*The Scheme of Amalgamation of*  
***Dinshaws Snacks & Foods Private Limited***  
*(Transferor Company/*  
*Applicant Company-1)*

*with*

***Dinshaw's Dairy Foods Private Limited***  
*(Transferee Company/*  
*Applicant Company-2)*

*and their respective Shareholders and Creditor.*

**Dinshaws Snacks & Foods Private Limited** ... Applicant Company-1/  
[CIN: U15549MH2020PTC350825] Transferor Company

**Dinshaw's Dairy Foods Private Limited** ... Applicant Company-2/  
[CIN: U15200MH1998PTC116277] Transferee Company

*(hereinafter collectively referred to as the 'Applicant Companies')*

Order pronounced on: **03.03.2025**

*Coram:*

Ms. Anu Jagmohan Singh  
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli  
Hon'ble Member (Judicial)

*Appearance :*

For the Applicants

: Mr. Ahmed M. Chunawala i/b  
Ahmed Chunawala & Co., Advocates.



## ORDER

1. This is an Application filed on 24.12.2024 jointly by Dinshaws Snacks and Foods Private Limited and Dinshaw's Dairy Foods Private Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, seeking directions of this Bench for the Scheme of Amalgamation of **Dinshaws Snacks and Foods Private Limited** (Transferor Company) with **Dinshaw's Dairy Foods Private Limited** (Transferee Company) and their respective shareholders and creditors (the "Scheme").
2. The Applicants state that the Board of Directors of the Applicant Companies in their respective meetings held on 01.10.2024 have approved the Scheme. The Appointed Date fixed for the Scheme is 01.04.2024.
3. *Nature of Business:* The Applicants submit that The First Applicant Company is engaged in the business of Manufacturing, Producing, Processing, Marketing, Storing, Preserving, packing, buying, selling, Importing, exporting or otherwise dealing in all types of foods and food products and that the Second Applicant Company is engaged in the business of Manufacturing, Producing, Processing, Marketing, manufacturing, dealing in milk, making of condensed and powered milk, cream, cheese spread, butter and other milk products other similar item.
4. *Rationale of the Scheme:* The Applicants further submit that the proposed Scheme will benefit as -
  - a. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a



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stronger financial base.

- b. It would be advantageous to combine the activities and operations of all Company into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.
- c. This Scheme of amalgamation would result in merger/amalgamation in the nature of Pooling of Interest as per the paragraphs 33 to 35 of the Accounting Standard 14 on Accounting for Amalgamations issued by the Institute of Chartered Accountants of India and thus on consolidation of business of both the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.
- d. The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of all the Company. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.
- e. The Scheme of amalgamation will result in cost saving for all the Company as they are capitalizing on each others core competency and



resources which are expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

5. The Applicant Companies state that the Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Companies as on 31.03.2024 are as under:

*Transferor Company:*

Particulars	Amount (Rs.)
<b><u>Authorised Share Capital</u></b>	
75,00,000 Equity Shares of Rs. 10/- each	7,50,00,000
<b>TOTAL</b>	<b>7,50,00,000</b>
<b><u>Issued, Subscribed and Paid-up Share Capital</u></b>	
75,00,000 Equity Shares of Rs. 10/- each	7,50,00,000
<b>TOTAL</b>	<b>7,50,00,000</b>

*Transferee Company:*

Particulars	Amount (Rs.)
<b><u>Authorised Share Capital</u></b>	
75,00,000 Equity Shares of Rs. 10/- each	7,50,00,000
15,000 Equity Shares of Rs.100/- each	15,00,000
<b>TOTAL</b>	<b>7,65,00,000</b>
<b><u>Issued, Subscribed and Paid-up Share Capital</u></b>	
65,00,000 Equity Shares of Rs. 10/- each, fully paid up	6,50,00,000
<b>TOTAL</b>	<b>6,50,00,000</b>



6. *Consideration:*

The Counsel for the Transferee Company submits that:

- a. The entire share capital of the Transferor Company is directly held by the Transferee Company and its nominee. Thus, the entire economic interest of the Transferor Company is held by the Transferee Company.
- b. Since it is a merger of wholly owned subsidiary company into its holding company, no shares would be issued or allotted as consideration pursuant to the merger and consequently, the proposed Scheme will not result in any change in the issued equity share capital of the Transferee Company;
- c. The present Scheme is an arrangement between the Transferee Company and its Shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, the Scheme does not propose any compromise and/or arrangement with the Creditors of the Transferee Company. The rights of the creditors of the Transferee Company are not affected since there will be no reduction in their claims, and the assets of the Transferee Company, post-merger shall be sufficient to discharge their claims. Further, post-merger of Transferor Company with the Transferee Company, the net worth of the Transferee Company shall be positive and the ability to discharge the claims in the normal course of business would not be adversely



impacted. Therefore, the creditors of the Transferee Company would not be affected by the approval of the Scheme;

- d. The Scheme does not propose any transfer of asset/liability of the Transferee Company;
  - e. The net worth of the Transferee Company post-merger is positive. The assets of the Transferee Company are more than sufficient to discharge its liabilities;
  - f. Further, there is no compromise or arrangement with the members or creditors of the Transferee Company. Therefore, the proposed Scheme of amalgamation is not prejudicial to the interest of the shareholders or the creditors of the Transferee Company;
7. The Counsel for the Transferee Company submits that in view of above, no reconstruction or arrangement is contemplated with its shareholders or creditors, and thus, it does not require to hold either shareholders' meeting or creditors' meeting for approval of the proposed Scheme in view of ratio laid down by this Tribunal in CSA/243/2017 in the matter of Housing Development Finance Corporation Limited, in CSA/136/2017 in the matter of Ion Exchange (India) Limited, in CSA/82/2023 in case of Zuari Industries Limited, in CSA/113/2022 in case of HDFC Life Insurance Company Limited, in CSA/236/2021 in case of Pidilite Industries Limited.
8. The Counsel further submits that there are 3 (three) Equity Shareholders in the First Applicant Company and the First Applicant Company has obtained consent affidavits from all three Equity Shareholders. In view of



the consent affidavits, the holding of Shareholders' meeting of the First Applicant Company is hereby dispensed with. The consent affidavits and certified list of equity shareholders of the First Applicant company is part of the Application.

9. The Counsel further submits that there are 7 (Seven) Equity Shareholders in the Second Applicant Company and the Second Applicant Company has obtained consent affidavits from all seven Equity Shareholders. In view of the consent affidavits, the holding of Shareholders' meeting of the Second Applicant Company is hereby dispensed with. The consent affidavits and certified list of equity shareholders of the Second Applicant company is part of the Application.
10. The Counsel for the Applicant Companies further submits that there is 1 (One) Secured Creditor having value of Rs.5,25,76,019/- (Rupees Five Crores Twenty-five Lacs Seventy-six Thousand and Nineteen) in the First Applicant Company as on 31.10.2024. The First Applicant Company has obtained the consent affidavit from the sole-Secured Creditor. In view of the same, the holding of meeting of the Secured Creditors of the First Applicant Company is hereby dispensed with. The consent affidavit of the secured creditor and the certified list of the secured creditors are part of the Application.
11. The counsel for the Applicant Companies further submits that there are 2 (Two) Secured Creditors having value of Rs.32,51,45,649.89/- (Rupees Thirty-two Crores Fifty-one Lakhs Forty-five Thousand Six Hundred



Forty-nine and Eighty-nine Paise) in the Second Applicant Company as on 31.10.2024. The Second Applicant Company has obtained the consent affidavits from all the Secured Creditors. In view of the same, the holding of meeting of the Secured Creditors of the Second Applicant Company is hereby dispensed with. The consent affidavit of the secured creditors and the certified list of the secured creditors are part of the Application.

12. The counsel for the Applicant Companies further submits that there are no Unsecured Creditors in the First Applicant Company as on 31.10.2024. The certificate obtained from the Independent Chartered Accountant, confirming that there are no Unsecured Creditors in the First Applicant Company is part of the Application.
13. The counsel for the Applicant Companies further submits that there are 54 (Fifty-Four) Unsecured Sundry Creditors having value of Rs.1,56,91,836.89/- (Rupees One Crore Fifty Six Lakhs Ninety One Thousand Eight Hundred Thirty Six and Eighty Nine Paise) in the First Applicant Company as on 31.10.2024. Certified list of Unsecured Sundry Creditors of the First Applicant Company is part of the Application.

In view of the fact that the Transferor Company is wholly owned subsidiary of the Transferee Company; the net-worth of the Transferee Company is also positive as per Auditor's Certificate submitted by the Applicant and various judgments cited by the Applicants as precedence, the holding of meeting of the Unsecured Sundry Creditors of the First Applicant Company is dispensed with.





However, the Applicant is directed to issue notice to all the Unsecured Sundry Creditors through RPAD/Speed Post with a note that *"If no response is received by the Tribunal from such creditors within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme"*.

14. The counsel for the Applicant Companies submits that there are 8 (Eight) Unsecured Creditors having value of Rs.19,43,36,875/- (Rupees Nineteen Crores Forty-three Lakhs Thirty Six Thousand Eight Hundred and Seventy Five) in the Second Applicant Company as on 31.10.2024. Out of eight Unsecured Creditors, seven Unsecured Creditors representing value of 95.32% of the total value. In view of the same, convening meeting of the Unsecured Creditors of the Second Applicant Company is dispensed with. The consent affidavits and certified list of Unsecured Creditors of the Second Applicant Company are part of the Application. The Second Applicant Company is hereby directed to send notice to the remaining Unsecured Creditor(s) through RPAD/Speed Post with a note that *"If no response is received by the Tribunal from such creditors within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme"*.
15. The counsel for the Applicant Companies further submits that there are 11,743 (Eleven Thousand Seven Forty Three) Unsecured Sundry Creditors having value of Rs.42,32,73,957/- (Rupees Forty Two Crores Thirty Two Lakhs Seventy Three Thousand Nine Hundred Fifty Seven) in the Second



Applicant Company as on 31.10.2024. Certified list of Unsecured Sundry Creditors of the Second Applicant Company is part of the Application.

In view of the fact that the Transferor Company is wholly owned subsidiary of the Transferee Company; the net-worth of the Transferee Company is also positive as per Auditor's Certificate submitted by the Applicant and various judgments cited by the Applicants as precedence, the holding of meeting of the Unsecured Sundry Creditors of the First Applicant Company is dispensed with. However, the Applicant is directed to issue notice to all the Unsecured Sundry Creditors through RPAD/Speed Post/e-mail with a note that *"If no response is received by the Tribunal from such creditors within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme"*.

16. The Counsel for the Transferee Company submits that the Net-worth of the Company is highly positive and the Applicant has provided the CA certificate to that effect.
17. The Applicants are directed to serve notice along with copy of Scheme upon the -
  - i. Central Government through the office of Regional Director, Western Region, Mumbai;
  - ii. jurisdictional Registrar of Companies;
  - iii. jurisdictional Income Tax Authority within whose jurisdiction the respective Applicant Company's assessment are made, indicating PAN of the respective Companies;



- iv. the concerned Nodal Officer in the Income Tax Department i.e. Pr. CCIT, Mumbai, Address: 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020.
  - v. concerned Goods and Service Tax Authorities;
  - vi. the Official Liquidator (in case of Transferor Company);
18. The above notice shall be served through R.P.A.D./Speed Post and e-mail pursuant to section 230(5) of the Companies Act, 2013 and rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The said notice will contain a statement that *“If no response is received by the Tribunal from such authorities within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme”*.
19. The Applicant Companies shall host the notices along with a copy of the Scheme on their respective websites, if any.
20. The Applicant Companies will submit –
- a. details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any;
  - b. list of pending IBC cases, if any;
  - c. details of all other litigation pending against the Applicant Company having material impact on the proposed Scheme;



d. details of all Letters of Credit sanctioned and utilized as well as Margin Money details, if any.

21. The Appointed Date is 01.04.2024.
22. The Applicant Companies to file an Affidavit of Service and Compliance Report within 10 working days after serving notice to all the Regulatory Authorities as stated above.
23. With the above directions, CA(CAA)-33/2025 is **allowed**.

Sd/-  
**Anu Jagmohan Singh**  
**Member (Technical)**

Sd/-  
**Kishore Vemulapalli**  
**Member (Judicial)**

03.03.2025/pvs