

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH**

**C.P.(CAA)/268/ MB-III/2025  
IN  
C.A.(CAA)/41/MB-III /2025**

*In the matter of the Companies Act,  
2013;*

AND

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

AND

*In the matter of the **Scheme of  
Demerger** between **Weikfield Foods  
Private Limited** ('First Petitioner  
Company'/ 'Demerged Company') and  
**Eco Valley Farms & Foods Limited**  
the ('Second Petitioner Company'/  
'Resulting Company') and their  
respective shareholders ('Scheme')*

**Weikfield Foods Private Limited**

a company incorporated under the  
provisions of the Companies Act, 1956,

Having its registered office at:

3A, 3<sup>rd</sup> Floor, Vascon Weikfield  
Chambers, Nagar Road,

Pune - 411 014.

[CIN: U15549MH1998PTC114249]

**..First Petitioner Company  
/ Demerged Company**

**Eco Valley Farms & Foods Limited**

a company incorporated under the  
provisions of the Companies Act, 1956,

Having its registered office at:

Gat No. 323/331, Village Bakori

Taluka Haveli, Pune - 412 207

[CIN: U01402MH1994PLC080812]

**..Second Petitioner Company  
/ Resulting Company**

*(Hereinafter collectively referred as 'the Petitioner Companies')*

**Order pronounced on: 14.05.2026**

**Coram:**

Smt. Lakshmi Gurung, Hon'ble Member (Judicial)  
Shri. Charanjeet Singh Gulati, Hon'ble Member (Technical)

**Appearances:**

For the Petitioner Companies(s): C.A Nitin Gutka i/b ZADN & Associates LLP

For the Regional Director: Ms. Rujuta Bankar, Deputy Director for the Office  
of Regional Director, Western Region.

**Per: Coram**

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1. Heard Ld. Professional for the Petitioner Companies and the representative of the Regional Director, Western Region - II, Ministry of Corporate Affairs, Mumbai.
2. The sanction of this Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 (**'the Act'**) in the matter of Scheme of Demerger between Weikfield Foods Private Limited (**'First Petitioner Company'/ 'Demerged Company'**) and Eco Valley Farms & Foods Limited (**'Second Petitioner Company'/ 'Resulting Company'**) and their respective shareholders (**'the Scheme'**).
3. The registered offices of the Petitioner Companies are situated in Pune, Maharashtra and hence the subject matter of the present case falls within the jurisdiction of this Tribunal.
4. It is submitted that the Scheme has been approved by the Board of Directors of the Petitioner Companies in their respective Board Meetings held on 09.10.2024.
5. The Ld. Professional for the Petitioner Companies submits that the Company Scheme Petition No. C.P. (CAA) No. 268/MB-III/2025 has been filed in consonance with the order of this Tribunal dated 30.06.2025 read with order dated 03.09.2025 passed in C.A.(CAA)/41(MB)/2025.

6. This Tribunal, vide order dated 30.06.2025 in C.A.(CAA)/41(MB)/2025, directed the convening of meetings of the equity shareholders, secured and unsecured creditors of the First Petitioner Company; and the convening of a meeting of the equity shareholders of Second Petitioner Company. The Second Petitioner Company has no secured and unsecured creditors.
7. This Tribunal, vide order dated 30.06.2025 further directed the Petitioner Companies to serve notices upon all statutory and regulatory authorities with a copy of the Scheme.
8. Pursuant to the orders of this Tribunal dated 30.06.2025 and 03.09.2025, the Chairperson, Ms. Anagha Anasingaraju (PCS, M. No. F6630, COP No.6635), filed an Affidavit of Service dated 16.10.2025 confirming that the Petitioner Companies complied with the directions regarding serving of requisite notices and Explanatory Statements for convening meetings of the equity shareholders, secured and unsecured of First Petitioner Company, and the equity shareholders of Second Petitioner Company. The Affidavit further confirms that the said notices were duly published in the prescribed newspapers and that the respective meetings were held in accordance with the directions of this Tribunal, wherein the Scheme was approved without any modification unanimously. Copy of the Chairperson's Affidavit of Service is annexed to the Company Scheme Petition as *Annexure - 'H-1'* and *Annexure - 'H-2'*.
9. It is submitted that the Petitioner Companies after filing of Company Scheme Petition and in pursuance to the directions of this Tribunal vide order dated 16.12.2025, have filed Affidavits of Service dated 02.02.2026, confirming that all concerned statutory authorities were duly served with the notices in compliance with Section 230(5) of the Act read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016.

10. The Appointed Date fixed under the Scheme is **01.04.2024** and the application C.A.(CAA)/41(MB)/2025 was filed on 29.01.2025 Thus, the Appointed Date compliance with Circular No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.

11. **Nature of Business:**

It is submitted that:

11.1 The **First Petitioner Company** is engaged in the business of Food manufacturing and distribution business.

11.2 The **Second Petitioner Company** is incorporated to carry out the business of trading, producing agricultural products and horticulture products.

12. The Scheme provides for:-

12.1 Demerger of Demerged Undertaking i.e., Fresh Mushroom Division & Organic Manure Division of Demerged Company into Resulting Company, as a going concern.

12.2 The First Petitioner Company has two undertakings, i.e.,

12.2.1 Clause 3.7 of the Scheme defines '**Demerged Undertaking**' or '**Fresh Mushroom Division and Organic Manure Division**' of Weikfield Foods Private Limited to mean and include all assets and liabilities related to the Demerged Undertaking, and permanent employees, if any engaged by the Demerged Company with respect to the Demerged Undertaking, as on the Appointed Date.

12.2.2 Clause 3.9 defines '**Remaining Undertaking**' or '**FMCG Business**' of the Demerged Company means all business, undertaking and assets and liabilities remaining after demerger of Fresh Mushroom Division & Organic Manure Division and/or all business as may thereafter be undertaken by the Demerged Company from time to time.

**13. Rationale of the Scheme:**

Ld. Professional for the Petitioner Companies submits the rationale of the Scheme of Arrangement as follows:

- a) *Creating a dedicated mushroom vertical with focused attention on the mushroom business, which will enable increased efficiencies and generate synergies amongst the various resources owned by EVFFL and better resource allocation, resulting in enhancement of shareholders' value.*
- b) *FOMD business has a differentiated strategy, operations, different industry specific risks and operate inter alia under different market dynamics and growth trajectory than remaining business. The nature and competition involved in each of the businesses is distinct from others and consequently each business or undertaking is capable of attracting a different set of strategic partners and other stakeholders.*
- c) *The demerger will help demerged & resulting company to have unified approach on customer engagement, distribution and supply chain management which would lead to operational and financial efficiencies in all these functions.*
- d) *The demerger will provide an independent opportunity for attracting different sets of investors, strategic partners if required for enabling independent collaboration and expansion in these specific businesses.*
- e) *The proposed demerger will permit the management of each of the businesses to independently pursue differentiated strategies to unlock the value for each of the businesses in order to enhance returns for all stakeholders.*
- f) *Accordingly, Demerged Company proposes to re-organize and segregate, by way of scheme of arrangement, its business and undertakings into different verticals one dealing in FOMD business, and other dealing in remaining FMCG business.*

**14. Share Capital**

Clause 42 of the Scheme provides that the Authorized, Issued, Subscribed and Paid-up Share Capital of Petitioner Companies as on 31.03.2024 are as follows: -

14.1 **Demerged Company:**

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorised Share Capital</b>	
27,60,000 Equity Shares of Rs.10/- each	2,76,00,000
<b>TOTAL</b>	<b>2,76,00,000</b>
<b>Issued, Subscribed, and Paid-up Share Capital</b>	
16,82,481 Equity Shares of Rs.10/- each fully paid up	1,68,24,810
<b>TOTAL</b>	<b>1,68,24,810</b>

14.2 **Resulting Company:**

<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorised Share Capital</b>	
1,70,10,000 Equity Shares of Rs.10/- each	17,01,00,000
<b>TOTAL</b>	<b>17,01,00,000</b>
<b>Issued, Subscribed, and Paid-up Share Capital</b>	
11,29,557 Equity Shares of Rs.10/- each fully paid up	1,12,95,570
<b>TOTAL</b>	<b>1,12,95,570</b>

14.3 It is further stated that subsequent to 31.03.2024, there has been no change in the capital structure of the Petitioner Companies.

15. **Consideration:**

15.1 Ld. Professional for the Petitioner Companies submits that upon approval of the Scheme, the Resulting Company is proposing to issue shares to the shareholders of the Demerged Company as per the share entitlement ratio as under:

*“The equity shareholders of the Demerged Company shall be issued and allotted 100 (Hundred) equity share of the face value*

*of Rs. 10/- (Ten) each, credited as fully paid up, of the Resulting Company for every 1052(One Thousand and Fifty-two) equity share of the face value Rs.10/- (Ten) each held by them in the Demerged Company or 100 (Hundred) non-cumulative redeemable preference shares of the face value of Rs. 10/- (Ten) each, credited as fully paid up, of the Resulting Company for every 1052(One Thousand and Fifty-two) equity share of the face value Rs.10/- (Ten) each held by them in the Demerged Company at the option of the shareholders of the Demerged Company. In case the shareholders fail to communicate the decision within stipulated period the Resulting Company shall issue equity shares.”*

- 15.2 In the event of any fractional share entitlements arising from the allotment, the Board of Directors of the Resulting Company shall round up such fractions to the next whole integer (after adjusting the swap ratio) and issue the equity shares / non-cumulative redeemable preference shares of the Resulting Company.
16. The Swap Ratio as computed in Valuation Report dated 08.10.2024 issued by Registered Valuer, Mr. Haresh B. Shah, Chartered Accountant (IBBI Reg. No.: IBBI/RV/06/2018/10343) is annexed as *Annexure – ‘L’*.
- 17. Accounting Treatment**
- 17.1 The Ld. Professional for the Petitioner Companies submits that Statutory Auditors of the Petitioner Companies have issued an Independent Auditor’s Certificate dated 08.10.2024 on the accounting treatment in the proposed Scheme under Sections 230-232 of the Companies Act, 2013.
- 17.2 It is noted from the rejoinder dated 10.03.2026 of the Petitioner Companies to the RD’s report dated 24.02.2026 that the Petitioner Companies shall pass such accounting entries as may be necessary in connection with the Scheme of Arrangement to comply with Accounting Standards, such as AS-5 or IND AS-8 etc., to the extent applicable.
- 17.3 Copy of Independent Auditor’s Report under Section 133 of the Act is attached as *Annexure-‘M-1’ & ‘M-2’*.

18. **Income Tax Department**

The Assistant Commissioner of Income Tax, Circle 1(1), Pune gave their objections/suggestions on the present Scheme of Demerger in its Report dated 04.12.2025, which is reproduced below:

“xxx

6. *That the Deputy Commissioner Of Income Tax Circle 1 ( 1) Pune has considered the Company Scheme Application and the following are the Objections/Suggestions to the above mentioned Company Petition:*
  - i. *It should be clarified that at present there is no outstanding demand against Eco Valley Farms & Foods Limited. Hereto annexed and marked as **EXHIBIT-B** is copy of demand analysis portal report.*
  - ii. *It should be clarified and undertaken that all pending proceedings against, Eco Valley Farms & Foods Limited shall be continued against the Resultant Company. Therefore, the Scheme should be without prejudice to the rights of the Income Tax Department and the Income-tax Department is free to proceed against the Resultant Company for all its proceedings.*
  - iii. *It should be clarified that at the moment this scheme is not being examined with reference to the taxation aspect vis-a-vis other such schemes, if any. Thus liberty be given that in future, if it is discovered that this scheme or similar such schemes are in any way acting as a device for tax-avoidance, then the Department will be at liberty to initiate the appropriate course of action as per law.*
  - iv. *The Income-tax Department will be at liberty to examine the aspect of any tax payable as a result of the Scheme and in case it is found that the scheme ultimately results in tax avoidance or is not in accordance to the provisions or the Income Tax Act, then the Department will be at liberty to initiate the appropriate course of action as per law.*
  - v. *It is further requested that the rights of the Income Tax Department should remain intact to take out appropriate proceedings regarding raising of any tax demand against the Resultant Company at any future date and these rights should not be adversely affected in view*

*of the sanction of the Scheme.*

- vi. *Petitioner given an undertaking that the merger will not in any manner affect the ability of the assessee that are due in accordance with the Income Tax Act and the same shall be paid in accordance with the Income Tax Act.*

xxx

**PRAYERS**

*In the light of the above mentioned facts and circumstances. The Objector hereby prays this Hon'ble Tribunal may be pleased to:*

- a. *Be pleased to take this Report on record;*  
b. *Be pleased to consider the observations/ objections as raised by the Objector;*  
c. *Be pleased to direct Petitioner to give the undertaking as requested.*  
d. *Be pleased to grant liberties as prayed for.*  
e. *Be pleased to pass such order/ orders as deemed fit and proper on merits in the facts and circumstances of the case. xxx”*

**19. Regional Director Report, Western Region ('RD Report')**

19.1 The Regional Director has filed his Report dated 24.02.2026. In response to the observations made by the Regional Director, the Petitioner Companies have given necessary undertakings and clarifications vide their Affidavit in Reply dated 10.03.2026. The observation made by the Regional Director and clarifications and undertakings given by the Petitioner Companies are summarised in the table below:

<b>Para 2</b>	<b>Observation by the Regional Director vide report dated 24.02.2026</b>	<b>Undertaking of the Petitioner Companies vide Reply dated 10.03.2026</b>
(a)	That on examination of the report of the Registrar of Companies, Pune dated 27.11.2025 (Annexed as Annexure A-1) that the Demerged Company and Resulting Company fall within the jurisdiction of ROC, Pune. It is	<i>As regards the observation made in paragraph 2(a) of the said Report, the Petitioner Companies submits that observation made by the ROC, Pune is merely factual in nature and no further response is required to that</i>

	submitted that no complaint and / or representation regarding the proposed scheme of demerger has been received against the Demerged Company and Resulting Company. Further, Demerged Company and Resulting Company have filed Financial Statements up to 31.03.2025. The observations in ROC report are as under: -	<i>extent.</i>
I.	That the ROC, Pune in his report dated 27.11.2025 has stated that No Inquiry, Inspection, Investigations & Prosecution is pending against the Demerged Company and Resulting Company.	<i>As regards the observation made in paragraph 2(a)(i) of the said Report, the Petitioner Companies submits that the observation made by the ROC, Pune is merely factual in nature and no further response is required to that extent.</i>
II.	In view of the matter, the matters may be decided on merits.	<i>As regards the observation made in paragraph 2(a)(ii) of the said Report, the Petitioner Companies submit that observation is self-explanatory hence it does not require any further clarification.</i>
(b)	In compliance with Accounting Standard-14 or IND AS-103, as may be applicable, the resultant company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND-AS-8 etc.	<i>As regards the observation made in paragraph 2(b) of the said Report, the Petitioner Companies undertake to pass necessary accounting entries in connection with the Scheme as well as to comply with the other applicable Accounting Standards, such as AS-5 or IND AS-8 etc., to the extent applicable.</i>
(c)	The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that	<i>As regards the observation made in paragraph 2(c) of the said Report, the Petitioner Companies</i>

	<p>the Scheme enclosed with the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.</p>	<p><i>submits that, the Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and the same, and there is no discrepancy or changes. The Petitioner Companies state that a statement to this effect has also been made in paragraph 58 of the Company Scheme Petition.</i></p>
<p>(d)</p>	<p>The Petitioner Companies under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the present arrangement. Further, the approval of the scheme by the Hon'ble Tribunal may not deter such authorities from dealing with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Companies concerned.</p>	<p><i>As regards the observation made in paragraph 2(d) of the said Report, the Petitioner Companies submits that the Petitioner Companies have submitted the notices under section 230(5) of the Companies Act, 2013 to (i) the Central Government through the office of Regional Director, Western Region, Ministry of Corporate Affairs Mumbai, Maharashtra by the following means: (a) Physical submission on 10<sup>th</sup> October, 2025; (b) email on 15<sup>th</sup> October, 2025, (ii) Registrar of Companies, Pune by the following means: (a) Physical submission on 8<sup>th</sup> October, 2025; (b) email on 15<sup>th</sup> October, 2025, (iii) Concerned Income Tax authority by the following means: (a) Physical submission on 7<sup>th</sup> &amp; 16<sup>th</sup> October, 2025; (b) email on 15<sup>th</sup> &amp; 16<sup>th</sup> October, 2025, (iv) Concerned Nodal Authority of Income Tax Department by the following means: (a) Physical submission on 15<sup>th</sup> &amp; 10<sup>th</sup> October, 2025; (b) email on 10<sup>th</sup> &amp; 15<sup>th</sup> October, 2025, (v) Concerned</i></p>

		<p><i>Goods and Service Tax Authority by Petitioner Company 1 in the following means: (a) Physical submission on 8<sup>th</sup> October, 2025; (b) email on 10<sup>th</sup> October, 2025. The Petitioner Companies have jointly filed an Affidavit of Service dated 1<sup>st</sup> December, 2025, evidencing the service of notice in compliance with the directions issued by this Hon'ble Tribunal vide order dated 30<sup>th</sup> June, 2025 read with order dated 3<sup>rd</sup> September, 2025. Furthermore, pursuant to the order dated 16<sup>th</sup> December, 2025 admitting the captioned Company Scheme Petition, the Petitioner Companies have once again served notice of hearing upon the aforesaid statutory authorities, in compliance with the said order. An Affidavit of Service dated 2<sup>nd</sup> February, 2026 has been filed, evidencing such service as directed by this Hon'ble Tribunal vide order dated 16<sup>th</sup> February, 2026. The Petitioner Companies through their Representative submits that no representations or objections have been received from any of the Regulatory Authorities. Further, the approval of the Scheme by this Tribunal may not deter any such authorities from dealing with any of the issues arising after giving effect to the scheme and the Petitioner Companies submit that any issues arising out of the Scheme will be met and</i></p>
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		<i>answered in accordance with the law.</i>
(e)	<p>As per Definition of the Scheme:- 3.4. "Appointed Date" shall mean 1st April, 2024. 3.6. "Operative Date" means the date on which certified copies of the Tribunal order sanctioning this Scheme is filed with the Registrar of Companies, Pune. In this regard, it is submitted that Section 230 to 232 of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers. The Petitioner Companies may be directed to show compliance with the requirements as clarified vide General circular no.09/2019 having F. No.7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	<p><i>As regards the observation made in paragraph 2(e) of the said Report, the Petitioner Companies submits that the Appointed Date i.e. 1<sup>st</sup> April, 2024 has been clearly indicated in the Scheme in accordance with the provision of Section 232(6) of the Companies Act, 2013 and the scheme shall become effective from the appointed date. Further, the Petitioner Companies submits that the Joint Company Scheme Application was e-filed on 29<sup>th</sup> January, 2025 vide e-filing receipt no. 2709138/01141/2025. Hence, the Petitioner Companies have complied with the requirements and clarification of general circular no. 09/2019 having F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs ("Circular") and the Appointed Date is in accordance with the provisions thereof. The Circular clarifies that a company may choose the appointed date to be a specific calendar date and the Petitioner Companies have accordingly complied with the requirements of the Circular. Copy of e-filing receipt related to the filing of First Motion Application (Joint Company Scheme Application) is annexed as Annexure-A to the reply</i></p>

		<i>affidavit.</i>
(f)	All Petitioner Companies shall undertake to comply with the directions of the Income Tax Department and GST Department, if any.	<i>As regards the observation made in paragraph 2(f) of the said report, the Petitioner Companies undertakes to comply with the directions of Income Tax Act, 1961, and Goods and Services Tax Act, 2017 and rules thereunder. Further, the Petitioner Companies states that the tax implications, if any, arising out of the Scheme shall be dealt in accordance with the Income Tax Law and Goods and Service Tax Law.</i>
(g)	That, it is submitted that the present proposed scheme of arrangement provides for Demerger of Demerged Company i.e., WEIKFIELD FOODS PRIVATE LIMITED into Resulting Company i.e., ECO VALLEY FARMS AND FOODS LIMITED. In this regard, it is submitted that the petitioners vide their letter dated 17.02.2026 given indicative lists as on 31.03.2024 containing details of the assets and liabilities of Demerged Undertaking (Fresh Mushroom & Organic Manicure Division defined at definition clause 3.7 in scheme) to be transferred from Demerged Company to Resulting Company and the said indicative details is submitted as an annexed as Annexure A-2 for kind consideration of this Hon'ble Tribunal.	<i>As regards the observation made in paragraph 2(g) of the said Report, the Petitioner Companies submit that observation is self-explanatory hence it does not require any further clarification.</i>

19.2 The Petitioner Companies in reply to para (f) of the RD's Report has undertaken "to comply with the directions of Income Tax Act, 1961, and Goods and Services Tax Act, 2017 and rules thereunder. Further, the Petitioner Companies states that the tax implications, if any, arising out of the Scheme shall be dealt in accordance with the Income Tax Law and Goods and Service Tax Law" hence, we note that the objections raised by the Income Tax Department in its Report dated 04.12.2025 is dealt with. However, the Income Tax Department and Goods and Services Tax Department will be at liberty to take any action in accordance with law.

19.3 From the observations of the Regional Director's in his Report and the explanations and clarifications given by the Petitioner Companies, we do not find any objection to the approval of the scheme.

## 20. **Assets and Liabilities**

20.1 In regards the observation of RD at para (g) above, we note that the following details of assets and liabilities of the Demerged Undertaking of the Demerged Company proposed to be transferred upon approval of the Scheme to the Resulting Company, as on the Appointed Date:

<b>Sr. No</b>	<b>Particulars</b>	<b>Book value as on 31.03.2024 as per audited Balance sheet (Rs. in Lakhs)</b>
<b>(A)</b>	<b>ASSETS</b>	
1.	Property, Plant and equipment	928.02
2.	Other non-current assets	64.32
3.	Inventories	501.58
4.	Trade Receivable	29.81
5.	Cash and cash equivalents	151.32
6.	Short term loans and advances	36.29
7.	Other current assets	13.72
	<b>TOTAL ASSETS</b>	<b>1,725.06</b>

<b>(B)</b>	<b>LIABILITIES</b>	
1.	Trade Payable	255.52
2.	Other current assets	74.82
3.	Short term provisions	303.87
	<b>TOTAL LIABILITIES</b>	<b>634.21</b>
<b>Accumulated Profit/ Loss</b>		
		<b>1,090.85</b>

- 20.2 The above-mentioned Statement of the Demerged Undertaking (Fresh Mushroom Division & Organic Manure Division), identifying the assets and liabilities to be transferred to the Resulting Company upon the approval of the Scheme, is certified by a Chartered Accountants. Copy of the Statement of Assets, Statement of Liabilities of Fresh Mushroom Division & Organic Manure Division (Demerged Undertakings) as on 31.03.2024 is annexed as *Annexure - 'K'*.
21. No other objection has been received by the Tribunal opposing the Company Scheme Petition nor has any party controverted any averments made in the Company Scheme Petition.
22. The shareholders of the Petitioner Companies are the best judges of their interest. Their decision should not be ordinarily interfered with by the Tribunal as per the decision of Hon'ble Supreme Court in **Miheer H. Mafatlal vs. Mafatlal Industries Ltd [JT 1996 (8) 205]** wherein it was held as follows:
- “It is the commercial wisdom of the parties to the scheme who have taken an informed decision about the usefulness and propriety of the scheme by supporting it by the requisite majority vote that has to be kept in view by the Court.”*
23. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed

Scheme, and the affidavit filed by the Regional Director, and response of the Petitioner Companies by way of undertakings of the Petitioner Companies, there is no impediment in granting sanction to the Scheme of Demerger.

24. From the material on record, the Scheme submitted for consideration of this Tribunal appears to be fair and reasonable and apparently is not in violation of any provisions of law, and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition bearing No. C.P.(CAA)/268/MB-III/2025 is approved.

**ORDER**

25. **Sanction is hereby granted** to the Scheme, and the Appointed date of the Scheme is 01.04.2024. Following directions are issued: -
- a. As per Clause 3.8 of the Scheme, the Operative Date means the date on which certified copies of the order of this Tribunal sanctioning the Scheme is filed by the Petitioner Companies with the Registrar of Companies.
  - b. The clarifications and undertakings given by the Petitioner Companies shall form an integral part of the Scheme and the Petitioner Company shall be bound by such undertakings.
  - c. If there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit in accordance with law, against the concerned persons, directors and officials of the Petitioner Companies;
  - d. The Scheme shall be binding on the Petitioner Companies involved in the Scheme and all concerned, including their respective Shareholders, Secured Creditors, Unsecured Creditors, Employees and/or any other

stakeholders concerned.

- e. While approving the Scheme, we clarify that this Order should not, in any way, be construed as an Order granting exemption from payment of stamp duty, taxes or other charges, if any, and payment in accordance with law or in respect of any permission or compliance with other requirements which may be specifically required under any law;
- f. The Income Tax Department will be at liberty to examine the aspect of any tax payable by the Companies or by the Shareholders of the Petitioner Companies. It shall be open to the Income Tax Authorities to take necessary action as permissible under the Income Tax Law;
- g. The Goods and Services Tax Department shall be at liberty to take any action in accordance with law. The Resulting Company shall be liable for all GST Proceedings and for the discharge and recovery of GST demands pertaining to the Demerged Undertaking transferred to it under this Scheme. The sanction of this Scheme and transfer of the Demerged Undertaking shall not in any manner prejudice or affect the rights of the GST Department to initiate or continue any proceedings or recover any dues in accordance with law against the Demerged Company and/or the Resulting Company, as the case may be;
- h. All pending complaints/ inspection/ litigation related to the Demerged Undertaking, to the extent pertaining to the Demerged Company, shall continue by or against the Resulting Company.
- i. Employees, if any, of the Demerged Company and employed with demerged undertaking shall become the employees of the Resulting Company, without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Demerged Company on the said date. Employees of the Demerged Company and employed with demerged undertaking, if any, will not be retrenched/ terminated in the terms of demerger of Demerged Company

with Resulting Company.

- j. The effectiveness of this Scheme shall not in any manner preclude or deter any regulatory or statutory authorities from initiating or continuing any action, proceeding, prosecution, investigation or regulatory action against the Resulting Company in respect of the Demerged Undertaking transferred pursuant to this Scheme;
- k. Allowing this Scheme, the Tribunal does not deter concerned authorities from dealing with any issues arising in future and the decision of such authorities shall be binding on the Resulting Company as per applicable law, even for the issues relating to Demerged Undertaking of the Demerged Company;
- l. All the properties, rights, liabilities, duties and powers of the Demerged Undertaking of Demerged Company shall be transferred, without further act or deed, to the Resulting Company and accordingly the same shall, pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the Resulting Company;
- m. The Statutory Authorities are entitled to proceed against the Resulting Company for violation/ offences committed by Demerged Company in relation to the demerged undertaking, if any;
- n. Any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary;
- o. Any concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary;
- p. The Petitioner Companies are directed to file a certified copy of this Order along with the Scheme duly authenticated/certified by the concerned Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Registrar of Companies, in appropriate form within

30 (thirty) days from the date of receipt of the order from the Registry;

- q. The Petitioner Companies are directed to file a certified copy of this Order along with the Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, payable, if any, within 60 days from the date of receipt of the certified copy of the Order from the Registry;
- r. The Certified copy of this Order along with the Scheme be also submitted to all the concerned Statutory and Regulatory Authorities;
- s. All authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai.

26. Accordingly, the Company Scheme Petition C.P.(CAA)/268/MB-III/2025 in C.A. (CAA)/41/MB-III/2025 **is disposed of.**

27. File be consigned to record storage.

Sd/-  
**CHARANJEET SINGH GULATI**  
**MEMBER (TECHNICAL)**  
*/Akshita/*

Sd/-  
**LAKSHMI GURUNG**  
**MEMBER (JUDICIAL)**