



IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT- I) CHENNAI

ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON **14.11.2024** THROUGH VIDEO CONFERENCE

PRESENT: HON'BLE SHRI. SANJIV JAIN, MEMBER (JUDICIAL)
HON'BLE SHRI VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

Application No :
Petition No : CA(CAA)41(CHE)2024
Name of Petitioner :
& : Baghault Sugar and Distillery Ltd and Other
Name of Respondent :
Section : 230-232 of CA, 2013

ORDER

Present: Mr. Ashwin Raman, Ld. Counsel for Applicant.

Vide separate order pronounced in Open Court, the application is allowed and the meeting is dispensed with.

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[VENKATARAMAN SUBRAMANIAM]
MEMBER (TECHNICAL)

MS

-sd-
[SANJIV JAIN]
MEMBER (JUDICIAL)



**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - I, CHENNAI**

CA (CAA)/41(CHE)/2024

(Under Sections 230 to 232 of the Companies Act, 2013

*In the matter of Scheme of Amalgamation
Between*

BAGHAULI SUGAR AND DISTILLERY LIMITED,
Having its registered office at,
Trichy-Chidambaram Salai,
Dalmiapuram, Kallakudi TR,
Tiruchirappali, Lalgudi,
Tamil Nadu- 621 651.

...Applicant Company-1/Transferor Company

And

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED,
Having its registered office at,
Trichy-Chidambaram Salai,
Dalmiapuram, Kallakudi TR,
Tiruchirappali, Lalgudi,
Tamil Nadu- 621 651.

... Non- Applicant /Transferee Company

And its shareholders

Order Pronounced 14th November 2024

CORAM:

**SANJIV JAIN, MEMBER (JUDICIAL)
VENKAT RAMAN SUBRAMANIAM, MEMBER (TECHNICAL)**

For Applicant(s): Pawan Jhabakh, Advocate



ORDER

This is an Application filed by **BAGHAULI SUGAR AND DISTILLERY LIMITED** (hereinafter “Transferor Company/Applicant Company”) and **DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED** (hereinafter Transferee Company/Non-Applicant”) its Shareholders under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the “SCHEME”) proposed by the Applicant Companies herein with its Shareholders. The said Scheme is placed as **Annexure A1** of the Application Typeset.

2. The Applicant Companies in this Company Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
Applicant/Transferor Company	Dispense with the meeting	NIL	Dispense with the meeting
Non-Applicant/Transferee Company	Dispense with the meeting	Dispense with the meeting	Dispense with the meeting

d. It is prayed that, necessary directions may be given to dispense with the requirement of the Non-Applicant Company/ Transferee Company to approach to approach this Tribunal under Section 230-232 of the Companies Act, 2013 for the sanction of the Scheme



of Amalgamation of Baghuli Sugar and Distillery Limited with Dalmia Bharat Sugar and Industries Limited and consequently dispense with the requirement of convening, conducting and holding of the meetings of the Equity shareholders, secured creditors and unsecured creditors of the Non-Applicant company/ Transferee Company or filing any further petition in connection with the scheme, subsequent to present Application, in view of there being no compromise or arrangement with the shareholders or creditors of the Non- Applicant/ Transferee Company under Section 230-232 of Companies Act, 2013 or pass such other order or orders as this Tribunal may deem fit and proper in the circumstances of the case and render justice on the basis of above recitals.

3. From the certificate of Incorporation filed, it is evident that
- (i) The Applicant/Transferor Company is an Unlisted Public Limited company incorporated under the provisions of Companies Act, 1956 on 21.04.2006 with CIN: U15424TN2006PLC170941.

Particulars	Amount in Crs.
Authorised Share Capital	
50,00,00,000 Equity Shares of Rs.10/- each	500
Issued Subscribed and paid up share capital	
5,00,00,000 Equity Shares of Rs.10/- each	50

- (ii) The Non Applicant/Transferee Company is a listed Public limited company incorporated under the provisions of the Companies Act, 1913 on 01.11.1951 with CIN: L15100TN1951PLC000640.

Particulars	Amount Crs.
Authorised Share Capital	



11,72,26,820 Equity Shares of Rs.2/- each	23.45
8,52,73,180 Unclassified equity shares of Rs.2/- each	17.05
Issued Subscribed and paid up share capital	
8,09,39,303 Equity Shares of Rs.10/- each	16.19

4. It is stated that the Non Applicant/Transferee Company is parent/ holding company of the Applicant/Transferor Company and subsequent to 30th April 2024 there is no change in the authorized, issued, subscribed and paid up share capital of the Non-Applicant/ Transferee Company.

5. It is stated that the Applicant Company / Transferor Company is a wholly owned (100%) subsidiary of the Non-Applicant Company / Transferee Company itself and no shares whatsoever is to be issued by the Non-Applicant Company/Transferee Company in terms of the Scheme.

6. It is stated that the Scheme does not involve any re-organisation or restructuring of the capital of the Non- Applicant Company/ Transferee Company. By virtue of the Scheme, there will be no change in control and management of the Non-Applicant Company / Transferee Company.



7. It is stated that the aggregate assets of the Applicant Company / Transferor Company and Non-Applicant Company/ the Transferee Company are more than sufficient to meet all their liabilities.

8. It is stated that, the rights of the shareholders and creditors of the Non-Applicant Company / Transferee Company are not affected in any manner whatsoever by the Scheme.

9. It is stated that there is no necessity of filing a separate application by the Non applicant transferee company as the scheme of amalgamation is between a parent company(i.e. Non Applicant/ Transferee Company) and the wholly owned subsidiary company(i.e. the Applicant/ Transferor Company).

10. Ld. Counsel for the Applicant Company pressed laid on this Tribunal's order in CP/CAA/30&31/CHE/2023 and CA(CAA)/1/CHE/2023 in the matter of Sunfast TVS Limited, wherein this Tribunal allowed the amalgamation of Wholly Owned Subsidiary with the parent company.

11. It is stated that, there was no necessity of filing of a separate petition by the Transferee Company if the merger is of a wholly owned



subsidiary and its parent/holding company as held in the following cases

- ❖ Mahaamba Investments Ltd- Vs- IDI Limited [(2004) 118 Comp Cas 295]
- ❖ In re Mohit Agro Commodities Processing Pvt. Limited [2021 SCC OnLine NCLAT 1139]
- ❖ *In Re* Sundaram Precision Components Ltd [2018 SCC OnLine NCLT 31879]
- ❖ Andhra Bank Housing Finance Limited -Vs- M/s Andhra Bank. [(2004) 118 Comp Cas 295]

12. Affidavit in support of the above application sworn for and on behalf of the Applicant Company & Non Applicant have been filed by “Ms. Rachana Gorla & Ms. Anamika V Khanna” in the capacity of whole time director/ authorized signatory of the Applicant Companies. The same are placed along with the Application at *Pages 17-20* of the Application. It is also represented that the registered offices of the Applicant Transferor and the Non Applicant Transferee company are situated within the jurisdiction of ROC, Chennai.

13. We have perused the application and the connected documents / papers filed therewith including the Scheme contemplated by the Applicant Company.



14. The Applicant Companies have filed the Memorandum and Articles of Association *inter alia* delineating its object clauses as well as their last available Audited Financial Statements for the year ended on 31.03.2024 and Provisional /unaudited financial statements for the period ended on 30.06.2024.

15. The Board of Directors of the Applicant Company & Transferee Company vide meeting held on 13.05.2024 and 14.05.2024 have unanimously approved the proposed Scheme as contemplated above. Copies of the resolutions passed thereon have been placed on record by the Transferor and Transferee Company.

16. The Appointed date as specified in the Scheme is **01.04.2024**.

17. The Statutory Auditors of the Transferor Company & Transferee Company have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013. The accounting treatment certificates for the Transferor and Transferee Company are placed as *Annexure A18* of the Application typeset.



18. Taking into consideration the application filed by the Applicant Companies and the documents filed therewith as well as the position of law, this Tribunal issues the following directions: -

A. **BAGHAULI SUGAR AND DISTILLERY LIMITED**
(APPLICANT/TRANSFEROR COMPANY)

I. EQUITY SHAREHOLDERS

- (i) It is represented that, there are **Seven (7)** Equity Shareholders, whose consent affidavits amounting to 100% are placed at **Pgs.412-438**. The Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed at **Pg.409-411**, who has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferor Company that there are **Seven (7)** Equity Shareholders in the Company whose consent by way of an Affidavit have been obtained and are placed on record, the necessity of convening, holding and conducting meeting is *dispensed with*.

II. SECURED CREDITORS

- (i) It is represented that, there is **NIL** Secured Creditor in the Transferor Company. The certificate issued by the Chartered Accountant to this effect is placed at **Page No 463-471** of the Application. Since it is represented that there are **NIL** Secured Creditor in the Transferor Company the necessity of convening, holding and conducting a meeting *does not arise*.



III. UNSECURED CREDITORS

- (i) It is represented that, there are **Three Hundred and Twelve (312)** Unsecured Creditors, whose consent affidavits amounting to 100% of the total value of credit are placed at **Pgs.472-479**. The Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed at **Pg.463-471** of the application, who has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferor Company that there are **Three Hundred and Twelve (312)** Unsecured Creditors in the Company whose consent by way of an Affidavit have been obtained and are placed on record, the necessity of convening and holding the meeting is *dispensed with*.

B. DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED. (TRANSFEREE COMPANY)- NON APPLICANT

I. EQUITY SHAREHOLDERS

- (i) It is represented that, there are **47,026 (Forty Seven Thousand and Twenty Six)** Equity Shareholders as on 31.03.2024. The Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed at **Pg.439-462** of the application. They have prayed to dispense with the meeting of Equity Shareholders, as the Transferee Company is a 100%



holding Company of the Applicant Company and have relied on the judgements *Supra* in para.10&11.

- (ii) Taking into consideration the averments made in the Application and the judgments *Supra* in Para 10 & 11, the meeting of the Equity shareholders of the Transferee Company is *dispensed with*.

II. SECURED CREDITORS

- (i) There are **Twelve (12)** Secured Creditors in the Transferee Company. The Certificate issued by the Chartered Accountant certifying the list of Secured Creditors is placed at **Pg.484-486** of the application. They have prayed to dispense with the meeting of Secured Creditors, as the Transferee Company is a 100% holding Company of the Applicant Company and have relied on the judgements *Supra* in para.10&11.
- (ii) Taking into consideration the averments made in the Application and the judgments stated *Supra* in Para 10 & 11, the meeting of the Secured Creditors of the Transferee Company is hereby *dispensed with*.



III. UNSECURED CREDITORS

(i) There are **1893 (One Thousand Eight hundred and Ninety three)** Unsecured Creditors in the Transferee Company. The list of Unsecured Creditors issued by the Chartered Accountant is placed at **Page 484-524** of the Application typeset and they have prayed to dispense with the meeting of unsecured creditors as the Transferee Company is a 100% holding Company of the Applicant Company and have relied on the judgements *Supra* in para.10&11.

(iii) Taking into consideration the averments made in the Application and the judgments stated *Supra* in Para 10 & 11, the meeting of the Unsecured Creditors of the Transferee Company is hereby *dispensed with*.

19. Accordingly, the Application stands **allowed**. The Applicant Companies are directed to file the Application for the Second Motion within a period of fourteen (14) days from the date of receipt of this Order.

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VENKATARAMAN SUBRAMANIAM
Member (Technical)

Vinita Varshini.K

-Sd-

SANJIV JAIN
Member (Judicial)