NCLT INDORE BENCH
CP(CAA)/79MP)2025
In
CA(CAA)/4(MP)2025

NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.201
CP(CAA)/7(MP)2025
in
CA(CAA)/4(MP)2025

Order under Section Sec 60 & 62

IN THE MATTER OF:

Agrawal Family Food India LLP & Anr **.....Applicant**

Coram:

Hon'ble Shri Brajendra Mani Tripathi, Member (J)
Hon'ble Shri Man Mohan Gupta Member (T)

PRONOUNCEMENT OF ORDER
Delivered on 07/05/2026

The case is fixed for pronouncement of the order.

The order is pronounced in open Court *vide* separate sheet.

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

Tomar

IN THE NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH, COURT-1, INDORE

CP(CAA)/7(MP)2025
in
CA(CAA)/4(MP)2025

[Company Petition under Sections 60 & 62 of the Limited Liability Partnership Act, 2008 read with Rule 35 of the Limited Liability Partnership Rules, 2009].

In the matter of **Scheme of Amalgamation**

Memo of Parties

AGRAWAL FAMILY FOOD INDIA LLP 404, Almas Solitaire 576, M.G. Road, lndore-452001 (M.P.)	..... Petitioner No.1/ Transferor LLP
And	
AGRAWAL SNACKS FOOD INDIA LLP 394/1/2 Village Limbodagari Tehsil Hatod, lndore-453111 (M.P.)	..... Petitioner No.2/ Transferee LLP

Coram: Brajendra Mani Tripathi, Hon'ble Member (J)

Man Mohan Gupta, Hon'ble Member (T)

A P P E A R A N C E:

For the Appellant : Mr. Vijayesh Atre, Adv. a.w.
Ms. Deepali Garhewal, Adv. A.w.
Ms. Aarya Chhangani, Adv. &
Ms. Himmat Singh Yadav, Adv

O R D E R

Delivered on 07.05.2026

1. This is a second motion petition for amalgamation jointly filed by **AGRAWAL FAMILY FOOD INDIA LLP** (hereinafter referred to as 'Petitioner No.1/Transferor LLP') & **AGRAWAL SNACKS FOOD INDIA LLP** (hereinafter referred to as 'Petitioner No.2/Transferee LLP') under Sections 60 and 62 of the Limited Liability Partnership Act, 2008 read with Rule 35 of the Limited Liability Partnership Rules, 2009, seeking sanction of the Scheme of Amalgamation (hereinafter referred to as the 'Scheme') of Agrawal Family Food India LLP with Agrawal Snacks Food India LLP and their respective Partners and Creditors.

2. The Rationale of the proposed Scheme are stated to be as under:

- The transferor and the transferee LLPs are under the control and management of same group of close relatives. In order to reduce the cost of managing two separate business entities and to make the management of the business operations of two LLPs more effective, it is proposed to amalgamate the transferor LLP into the transferee LLP.
- The transferor and the transferee LLP are profit making going concerns and do not propose to compromise with any of their partners and/or creditors.
- The amalgamation of the transferor LLP into the transferee LLP shall not only reduce the cost of operations but shall also bring the following benefits:

(a) the amalgamation would enable the management to bring the entire business of the two LLPs under one umbrella;

(b) consolidation of the business would lead to a more efficient utilization of capital and create a stronger financial base for future growth of the amalgamated entity;

(c) greater efficiency in cash management of the amalgamated entity and unfettered access to cash-flow generated by the combined business which can be deployed more efficiently to fund growth opportunities;

(d) benefit of operational synergies to the combined entity and greater leverage in operations planning and process optimization;

(e) cost savings are expected to flow from more focused operational efforts, rationalization and standardization of administrative expenses, thereby making the amalgamated LLP a more profitable entity;

(f) pursuant to the provisions of the Income Tax Act, 1961, the amalgamation would enable undertaking of an exercise to optimize the tax incidence on participating entities.

3. The Petitioner LLPs filed a joint application bearing (MP) CA (CAA) No. 4 of 2025 ('First Motion Application') before this Tribunal seeking to dispense with the meetings of the Designated Partners, Secured Creditors, and Unsecured Creditors of both the Petitioner LLPs. Based on such application, the Hon'ble Tribunal vide order

dated **28th July, 2025** was pleased to allow the application and dispensed with the convening and holding of the meetings of the Designated Partners, Secured and Unsecured Creditors of both the Petitioner LLPs.

4. The order dated 28th July, 2025 inter alia directed as under:

Meeting	**Petitioner No.1 / Transferor LLP**	**Petitioner No.2 / Transferee LLP**
Meeting of Designated Partners	Dispensed	Dispensed
Meeting of Secured Creditors	Dispensed	Dispensed
Meeting of Unsecured Creditors	Dispensed	Dispensed

5. The Tribunal, vide the said order dated 28th July, 2025, also directed the Petitioner LLPs to serve notice on the Statutory Authorities viz. (i) the Central Government through the Regional Director, North Western Region, Ahmedabad; (ii) the Registrar of Companies, Gwalior; (iii) the Official Liquidator, Indore; and (iv) the concerned Income Tax Authorities of both the Petitioner LLPs, for their representations/comments. The Petitioner LLPs were further directed to publish notice in a Vernacular newspaper 'Choutha Sansar' and English newspaper 'Free Press' circulating in Indore Region, before hearing of the petition.

6. In pursuance of the aforesaid directions, the Petitioner LLPs filed an Affidavit of Service and Compliance (Annexure P-14) dated 4th August, 2025, along with notices, postal receipts and tracking reports showing service on the Statutory Authorities viz. (i) the Regional Director, North Western Region, Ahmedabad; (ii) the

Registrar of Companies, Gwalior; (iii) the Official Liquidator, Indore; and (iv) the Income Tax Authorities of both the Petitioner LLPs. The notices were issued on 30th July, 2025 and served on 31st July, 2025 and 2nd August, 2025 respectively.

7. The main objects, dates of incorporation, capital contribution structure, rationale of the Scheme and the interest of employees of both Petitioner LLPs have been set out in the first motion order dated 28th July, 2025. A brief description is provided herein for reference:

7.1 **Petitioner No.1 / Transferor LLP** – Agrawal Family Food India LLP was incorporated on 3rd June, 2016 under LLPIN AAG-5758 at Gwalior in the State of Madhya Pradesh under the Limited Liability Partnership Act, 2008. Its Registered Office is situated at 404, Almas Solitaire, 576, M.G. Road, Indore – 452 001 (M.P.). The capital contribution structure as on 31st March, 2025 is as follows:

Particulars	**Authorized (Rs.)**	**Paid-up (Rs.)**
Shri Aman Bansal	1,00,00,000	1,00,00,000
Shri Anoop Singhal	1,00,00,000	1,00,00,000
Total	**2,00,00,000**	**2,00,00,000**

7.2 **Petitioner No.2 / Transferee LLP** – Agrawal Snacks Food India LLP was incorporated on 14th October, 2016 under LLPIN AAH-6078 at Gwalior in the State of Madhya Pradesh under the Limited Liability Partnership Act, 2008. Its Registered Office is situated at 394/112, Village Limbodagari, Tehsil Hatod, Indore – 453 111 (M.P.). The capital contribution structure as on 31st March, 2025 is as follows:

Particulars	Authorized (Rs.)	Paid-up (Rs.)
Shri Roopesh Singhal	1,77,50,000	1,77,50,000
Ms. Bhawana Singhal	82,50,000	82,50,000
Ms. Rekha Agrawal	16,00,000	16,00,000
Shri Aryan Singhal	4,00,000	4,00,000
Total	**2,80,00,000**	**2,80,00,000**

8. The Resolutions of the Designated Partners of the Petitioner LLPs approving the Scheme are annexed as Annexure P-10 (Colly) of the Petition. The Scheme of Amalgamation is annexed as Annexure P-9 (Colly) of the Petition.

Details of the Scheme of Amalgamation

9. The present application has been filed seeking approval of the Scheme of Amalgamation of Agrawal Family Food India LLP, the Transferor LLP, with Agrawal Snacks Food India Limited, the Transferee Company.

10. Agrawal Family Food India LLP is engaged in the business of manufacturing bakery items and carrying out other related activities, as permitted under its main objects.

11. Agrawal Snacks Food India Limited is engaged in the business of manufacturing sweets, namkeen, and other related food products, which are permissible under its main objects.

12. The LLP Agreement of the Transferee LLP permits the LLP to acquire and take over the whole or any part of the business, property and

liabilities of any person, firm, corporation or entity carrying on any business which the LLP is authorized to carry on.

Post-Amalgamation Capital Contribution / Shareholding Structure

13. As per Clause 10.14 of the Scheme of Amalgamation, the authorized capital contribution of the amalgamated LLP shall stand aggregated to ₹4,80,00,000/- after merger of the Transferor LLP with the Transferee LLP.

Particulars	Amount (Rs.)
Authorized Contribution of Transferor LLP (Agrawal Family Food India LLP)	2,00,00,000
Authorized Contribution of Transferee LLP (Agrawal Snacks Food India LLP)	2,80,00,000
Post-Amalgamation Authorized Contribution of Amalgamated LLP	4,80,00,000

Post-Amalgamation Partner Shareholding Structure

14. As per the valuation report dated 29.03.2025, the post-merger shareholding of the amalgamated LLP i.e. Agrawal Snacks Food India LLP has been determined as under:

Name of Partner	Percentage Shareholding	Value of Partner's Share (Rs. In Lakhs)
Shri Roopesh Singhal	40%	915.420
Ms. Bhawana Singhal	20%	457.710

Ms. Rekha Agrawal	16%	366.168
Shri Aryan Singhal	4%	91.5420
Shri Aman Bansal	10%	228.855
Shri Anoop Bansal	10%	228.855
Total	100%	2288.855

Fair Value / Exchange Value Observations from Valuation Report

15. The valuation report prepared by M/s Satyanarayan Goyal & Co. LLP adopted the "Asset Approach (Adjusted Book Value Method)" for determining the fair value and proportional partner shareholding post amalgamation.

LLP Name	Fair Value (Rs. In Lakhs)	Percentage Entitlement
Agrawal Family Food India LLP	459.33	20.07%=20%
Agrawal Snacks Food India LLP	1829.22	79.93%=80%
Total Combined Value	2288.55	100%

The valuation report further records that the fixed assets were revalued to market value while other assets and liabilities were considered at book value under the Adjusted Book Value Method.

Asset & Liability and Profit & Loss Position of Both LLPs as per the Balance Sheet as on 31.03.2025

(A) Agrawal Family Food India LLP

AGRAWAL FAMILY FOOD INDIA LLP LLPIN: AAG- 5758 404, ALMAR SOLITAIRE, 576, M.G. ROAD, INDORE (M.P.) BALANCE SHEET AS ON 31.03.2025			
PARTICULARS	Note No	AMOUNT(Rs.) AS ON 31.03.2025	AMOUNT(Rs.) AS ON 31.03.2024
I. CONTRIBUTION AND LIABILITIES			
(1) Partner's Funds			
(a) Contribution Received	1	2,00,00,000	2,00,00,000
(b) Reserves and Surplus	2	2,45,95,482	(30,87,769)
(2) Liabilities			
(a) Secured Loans	3	2,98,08,228	1,63,06,467
(b) Unsecured Loans	4	2,52,34,516	2,74,02,322
(c) Short Term Borrowing		-	-
(d) Trade Payable			
(i) Outstanding dues to MSME	5	33,45,277	-
(ii) Outstanding dues other than MSME	5	42,08,783	62,70,898
(e) Other Current Liabilities	6	14,24,118	13,22,703
(f) Short-term provisions	7	98,211	64,514
Total(Rs.)		10,87,14,615	6,82,79,135
II.ASSETS			
(1) Non-current assets			
(a) Property, Plant & Equipment		-	-
(i) Tangible assets	8(i)	4,97,12,931	2,71,48,127
(ii) Intangible assets	8(ii)	9,580	-
(b) Investments	9	10,000	10,000
(d) Loans and advances	10	18,70,672	18,70,072
(e) Inventories	11	2,86,94,080	1,61,51,099
(f) Trade receivables	12	1,07,18,126	65,40,259
(g) Cash and cash equivalents	13	37,09,985	36,32,570
(f) Other current assets	14	1,39,89,241	1,29,27,008
Total(Rs.)		10,87,14,615	6,82,79,135

AGRAWAL FAMILY FOOD INDIA LLP
LLPIN: AAG- 5758
404, ALMAR SOLITAIRE, 576, M.G. ROAD, INDORE (M.P.)
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31.03.2025

PARTICULARS	Note No	AMOUNT(Rs.) AS ON 31.03.2025	AMOUNT(Rs.) AS ON 31.03.2024
Revenue from Operations			
I. Net Turnover	15	14,36,53,694	13,03,96,366
II. Other Income	16	17,193	3,41,088
III. Total Revenue (I +II)		14,36,70,887	13,07,37,454
IV. Expenses:			
Raw Material Consumed	17	10,60,64,610	9,99,35,855
Power and fuels	18	79,86,604	77,20,266
Employee Benefit Expenses	19	1,51,12,805	1,07,23,456
Administrative expenses	20	1,78,852	1,62,115
Selling Expenses	21	47,630	1,68,235
Insurance Expenses	22	49,972	61,857
Payment to Auditors	23	50,000	50,000
Depreciation and Amortization	8	32,02,421	38,37,764
Interest Expenses	24	34,76,994	26,66,283
Other Expenses	25	64,37,604	44,92,136
Total Expenses		14,26,07,493	12,98,17,966
V. Net Profit/(loss) [Before Taxes]	(III - IV)	10,63,394	9,19,488
VI. Provsion for Tax		-	-
VII. Profit After Tax		10,63,394	9,19,488
VIII. Profit Transferred to Partner's Account		-	-
IX. Profit Transferred to Reserve & Surplus		10,63,394	9,19,488

(B) Agrawal Snacks Food India LLP

AGRAWAL SNACKS FOOD INDIA LLP 394/1/2, VILLAGE LIMBODAGARI TEHSIL HATOD, INDORE (M.P.) LLPIN: AAH-6078 BALANCE SHEET AS ON 31.03.2025			
PARTICULARS	Note No	AMOUNT(Rs.) AS ON 31.03.2025	AMOUNT(Rs.) AS ON 31.03.2024
I. CONTRIBUTION AND LIABILITIES			
(1) Partner's Funds			
(a) Contribution Received	1	2,80,00,000	2,80,00,000
(b) Reserves and Surplus	2	14,66,95,673	(1,69,86,773)
(2) Liabilities			
(a) Secured Loans	3	12,94,20,218	4,50,22,990
(b) Unsecured Loans	4	9,08,39,797	3,51,21,510
(c) Short Term Borrowing	5	1,90,56,237	2,88,09,571
(d) Trade Payable	6	3,04,99,665	3,20,15,513
(e) Other Liabilities	7	79,52,100	88,11,040
(f) Short-term provisions	8	70,26,584	75,73,452
Total(Rs.)		45,94,90,275	16,83,67,303
II.Assets			
(1) Non-current assets			
(a) Gross Property, Plant and Equipments			
(i) Tangible assets	9(i)	25,50,95,970	10,65,98,375
(ii) Intangible assets	9(ii)	2,02,809	2,10,412
(iii) Capital work-in-progress	9(iii)	8,68,17,366	-
Less: Depriciation		2,11,38,314	1,39,63,841
Net Property, Plant and Equipments		32,09,77,832	9,28,44,947
(b) Investments			
(c) Loans and advances			
(d) Inventories	10	6,50,51,823	6,20,66,881
(e) Trade receivables	11	1,24,45,637	57,10,162
(f) Cash and cash equivalents	12	45,79,710	52,12,387
(g) Other current assets	13	5,64,35,272	25,32,926
Total (Rs.)		45,94,90,275	16,83,67,303

AGRAWAL SNACKS FOOD INDIA LLP
394/1/2, VILLAGE LIMBODAGARI TEHSIL HATOD, INDORE (M.P.)
LLPIN: AAH-6078
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31.03.2025

PARTICULARS	Note No	AMOUNT(Rs.) AS ON 31.03.2025	AMOUNT(Rs.) AS ON 31.03.2024
GrossTurnover details			
(a)Domestic turnover			
(i) Sale of goods manufactured	14	77,16,16,452	74,85,50,929
(ii) Sale of goods traded		72,00,971	72,48,506
(iii) Sale or supply of service		-	-
Net Turnover		77,88,17,423	75,57,99,435
Other Income	15	3,19,151	62,880
Increase/(decrease) in stocks [including for materials, work in progress and finished goods			
Total Income (Rs.)		77,91,36,574	75,58,62,315
Expenses:			
Raw Materials Consumed	16	59,62,68,395	56,33,00,357
Purchase made for re-sale		-	-
Consumption of stores and spares		-	-
Power and fuels	17	2,22,82,775	2,30,21,974
Employee Benefit Expenses	18	6,54,64,093	6,37,30,589
Administrative expenses	19	2,57,504	2,46,086
Payment to Auditors	20	1,20,000	1,20,000
Selling expenses	21	1,36,49,673	1,90,85,919
Insurance expenses	22	3,66,728	3,64,667
Depreciation and amortization	9	1,32,21,993	1,39,63,841
Interest Expenses	23	1,29,39,965	1,21,84,611
Other Expenses	24	4,12,93,085	4,22,60,818
Total Expenses (Rs.)		76,58,64,212	73,82,78,862
V. Net Profit/(loss) [Before Taxes]	(III - IV)	1,32,72,362	1,75,83,453
VI. Provsion for Tax		-	
VII. Profit After Tax		1,32,72,362	1,75,83,453
VIII. Profit Transferred to Partner's Current Account		-	-
IX. Profit Transferred to Reserve & Surplus		1,32,72,362	1,75,83,453
Profit Forward to Partner's Capital A/c (in Rs.)		1,32,72,362	1,75,83,453

16. The copies of certificates issued by the Statutory Auditors of the Petitioner LLPs under Section 133 of the Companies Act, 2013, certifying that the accounting treatment contained in the Scheme is in compliance with the applicable Accounting Standards, are annexed as Annexure P-12 (Colly) of the Petition.

17. The last Audited Balance Sheets of the Petitioner LLPs as on 31st March, 2024 are annexed as Annexure P-3 and P-7, respectively. The Provisional Balance Sheets of the Petitioner LLPs as on 31st

December, 2024 with limited review reports are annexed as Annexure P-2 and P-6, respectively, of the Petition.

18. As per the Scheme, the '**Appointed Date**' means **1st April, 2025**, or such other date as the National Company Law Tribunal or any other Appropriate Authority may direct/fix.

19. The rationale for the Scheme as set out in the Petition is that the Transferor LLP and Transferee LLP are under the control and management of the same group of close relatives. The proposed amalgamation is intended to reduce the cost of managing two separate business entities, make management of business operations more effective, consolidate business under one umbrella, create a stronger financial base for future growth, achieve operational synergies, rationalize administrative expenses, and optimize tax incidence on the participating entities under the Income Tax Act, 1961.

20. The Petitioner LLPs have stated in their Petition that the Scheme of Amalgamation does not envisage any Corporate Debt Restructuring or capital reduction. There are no investigation or inquiry proceedings pending against the Petitioner LLPs under any statute. Both Petitioner LLPs are profit-making, going concern entities as per their last Audited Balance Sheets as on 31st March, 2024.

21. As per Clause 10 of the Scheme, upon amalgamation becoming effective, the partners of the Transferor LLP shall become partners of the Transferee LLP, and the paid-up contribution of the amalgamated LLP shall increase from Rs.2,80,00,000 to Rs.4,80,00,000. The post-amalgamation profit-sharing ratio and capital contribution shall be as under:

Name of Partner	Profit Share	Obligation of Capital Contribution in Rs. (Authorized Capital)
Shri Roopesh Singhal	40%	1,77,50,000
Ms. Bhawana Singhal	20%	82,50,000
Ms. Rekha Agrawal	16%	16,00,000
Shri Aryan Singhal	4%	4,00,000
Shri Aman Bansal	10%	1,00,00,000
Shri Anoop Bansal	10%	1,00,00,000
Total	100%	4,80,00,000

22. The Petitioner LLPs have submitted that the provisions of the Competition Act, 2002 are not applicable to the present Scheme as the combined assets and turnover of the Petitioner LLPs are below the prescribed threshold limits. Hence, no notice is required to be given to the Competition Commission of India.

23. Notices have been served upon the Statutory Authorities viz. (i) the Regional Director, North Western Region, Ahmedabad; (ii) the Registrar of Companies, Gwalior; (iii) the Official Liquidator, Indore; and (iv) the concerned Income Tax Authorities of both the Petitioner LLPs.

24. In pursuant to the notice, the **Regional Director** has filed its report dated 16.09.2025 observing as under:

- The Regional Director, North-Western Region, Ministry of Corporate Affairs, Ahmedabad, submits that a notice dated 04.08.2025 was received under Section 60 of the LLP Act, 2008 regarding the proposed scheme of amalgamation of the transferor LLP, namely Agrawal Family Food India LLP, with the transferee LLP, namely Agrawal Snacks Food India LLP, along with their partners and creditors. The petitioner LLPs fall under the jurisdiction of the Registrar of Companies, Madhya Pradesh, Gwalior, while the transferor LLP falls under the jurisdiction of the Official Liquidator, Indore, and both are under the administrative control of the Regional Director, North-Western Region, Ahmedabad. It is further submitted that the Hon'ble NCLT, Indore Bench, vide order dated 28.07.2025, directed issuance of notice to the Central Government through the Regional Director.

- The Regional Director further submits that as per Section 62(1) of the LLP Act, 2008, only the reports of the Registrar of Companies and the Official Liquidator are required to be considered by the Tribunal in matters of amalgamation, and there is no independent role of the Central Government or the Regional Director in such reporting. Accordingly, it is stated that the Registrar of Companies, Gwalior and the Official Liquidator, Indore have already been directed to submit their respective reports before the Hon'ble NCLT, Indore Bench.

25. In pursuant to the notice, the **Registrar of Company** has filed its report dated 06.01.2026 observing as under:

REPRESENTATION/REPORT IN TERMS OF THE PROVISIONS OF SECTION 60-62 OF LIMITED LIABILTY PARTNERSHIP ACT, 2008 IN THE MATTER OF PETITION MOVED BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, INDORE BENCH FOR SANCTION OF SCHEME OF AMALGAMATION BETWEEN AGRAWAL FAMILY FOOD INDIA LLP ("TRANSFEROR LLP") WITH AGRAWAL SNACKS FOOD INDIA LLP ("TRANSFEREE LLP") UNDER SECTION 60-62 OF LIMITED LIABILTY PARTNERSHIP ACT, 2008 AND RELEVANT RULES MADE THEREUNDER.		
Date of receipt of Petition: - 06th August 2025		
1.	Purpose of petition	The Company Application No. CA(CAA)/ 4(MP) 2025 for obtaining sanction for scheme of Amalgamation was moved before the Hon'ble National Company Law Tribunal, Indore Bench, in terms of the provisions under section 60 read with Section 67 of the LLP Act, 2008.
2.	Name of "Transferor LLP" and its Registered Office address	M/s **AGRAWAL FAMILY FOOD INDIA LLP** having LLPIN AAG-5758 was incorporated on 03/06/2016 under the provisions of the LLP Act 2008. Its Registered Office is situated at 404, Almas Solitaire 576, M.G. Road, Indore, Indore, Madhya Pradesh, India, 452001.
3.	Name of "Transferee LLP" and its Registered Office address.	M/s **AGRAWAL SNACKS FOOD INDIA LLP** having LLPIN AAH-6078 was incorporated on 14/10/2016 under the provisions of the LLP Act 2008. Its Registered Office is situated at 394/1/2 Village Limbodagari Tehsil Hatod, Indore, Indore, Madhya Pradesh, India, 453111.
4.	Whether company is a NBFC, if so, RBI permission, if any, received.	All the Companies are not NBFC. Hence, RBI permission is not required.
5.	Date of hearing in the Hon'ble NCLT.	28.07.2025
6.	Whether Appointed Date is fixed?	01st April, 2025
7.	Object clause of the Scheme of Arrangement.	It has been mentioned in the petition/scheme inter-alia that the arrangement of Transferor LLP with Transferee LLP would inter-alia have the following benefits: - "The transferor and the Transferee LLPs are under the control and management of same group of close relatives. In order to reduce the cost of managing two separate business entities and to

		make the management of the business operations of two LLPs more effective, it is proposed to amalgamate the transferor LLP into the transferee LLP……etc.
8.	Employee clause, whether exists	Clause 8 of the Scheme of Amalgamation.
9.	Brief about designated partner's meeting of the companies under reference, if any.	**Transferor LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the Partners of Transferor LLP is dispensed herewith in view of the consent affidavits received from them. **Transferee LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the Partners of Transferee LLP is dispensed herewith in view of the consent affidavits received from them.
10.	Brief about secured creditors meeting of the LLPs under reference, if any.	**Transferor LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the Secured creditors of Transferor LLP is dispensed herewith in view of the consent affidavits received from them. **Transferee LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the Secured Creditors of Transferor LLP is dispensed herewith in view of the consent affidavits received from them.
11.	Brief about unsecured creditors meeting of the LLPs under reference, if any.	**Transferor LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the unsecured creditors of Transferor LLP is dispensed herewith in view of the consent affidavits received from them. **Transferee LLP** As per order dated 28.07.2025 passed by NCLT, Indore, Special Bench, the meeting of the unsecured creditors of Transferor LLP is dispensed herewith in view of the consent affidavits received from them.

<table>
<tr><td>12.</td><td>Share Exchange Ratio</td><td colspan="2"><u>Share Exchange Ratio is as follows:</u>
As per the Valuation report dated 29.03.2025:
The fair value of Partner share of LLP may be taken as under:

<table><tr><th>Name of LLP</th><th>Fair value of Each (Rs. In Lakhs)</th></tr><tr><td>M/s. Agarwal Family Food India LLP</td><td>459.33</td></tr><tr><td>M/s. Agarwal Snacks Food India LLP</td><td>1,829.22</td></tr></table></td></tr>
<tr><td>13.</td><td>Whether the petitioner(s) has furnished the copy of Valuation Report, if so, comments thereon.</td><td colspan="2">Yes, the valuation report is attached with the petition. As per the Valuation report dated 29.03.2025 of the LLPs prepared by CA Satyanarayan Goyal, Partner of Satyanarayan Goyal & Co LLP (M. No. 075500).
The fair value of Partner share of LLP may be taken as under:

<table><tr><th>Name of LLP</th><th>Fair value of Each (Rs. In Lakhs)</th></tr><tr><td>M/s. Agarwal Family Food India LLP</td><td>459.33</td></tr><tr><td>M/s. Agarwal Snacks Food India LLP</td><td>1,829.22</td></tr></table></td></tr>
<tr><td rowspan="3">14.</td><td></td><td>AUTHORISED CAPITAL</td><td>PAID UP CAPITAL</td></tr>
<tr><td>Total Contribution received from partners “Transferor LLP”</td><td>Rs. 2,00,00,000/- contribution received from Partners. (As per LLP Form 8, F.Y 2024-25)</td><td>Rs. 2,00,00,000/- contribution received from Partners. (As per LLP Form 8, F.Y 2024-25)</td></tr>
<tr><td>Total Contribution received from partners “Transferee LLP”</td><td>Rs. 2,80,00,000/- contribution received from Partners. (As per LLP Form 8, F.Y 2024-25)</td><td>Rs. 2,80,00,000/- contribution received from Partners. (As per LLP Form 8, F.Y 2024-25)</td></tr>
<tr><td>15.</td><td>Whether there is any clause of merger of Authorized Capital of petitioner LLPs.</td><td colspan="2">As per Clause 10 of the scheme.</td></tr>
<tr><td>16.</td><td>Financial aspects of the above-mentioned LLPs.</td><td colspan="2"><u>TRANSFEROR LLP</u>
As per Balance Sheet as at 31.03.2025, its paid-up share capital is Rs. 2,00,00,000/-. It has Reserves & Surplus of Rs. 2,45,95,482/- in addition to liabilities of Rs. 6,40,20,922/-. The corresponding assets are non-current assets of Rs. 5,16,03,183/- and Current Assets of Rs. 5,71,11,432. During the</td></tr>
</table>

		year, the company has earned net profit after tax of Rs. 10,63,394/- as compared to last year's net profit after tax of Rs. 9,19,488/-. **TRANSFEREE LLP** As per Balance Sheet as at 31.03.2025, its paid-up share capital is Rs. 28,000,000/-. It has Reserves & Surplus of Rs. 146,695,673/- in addition to current liabilities of Rs. 27,77,68,017/-. The corresponding assets are Non-current assets of Rs. 32,09,77,832/- and Current Assets of Rs. 13,85,12,443/-. During the year, the company has earned net profit after tax of Rs. 13,272,362 and last year's net profit after tax of Rs. 17,583,453.
17.	Whether the object clause of the LLPs under reference are same.	Yes
18.	Filing position -Transferor LLP	Statement of Account & Solvency and charge filing - 31.03.2025 Annual return- 31.03.2025
	-Transferee LLP	Statement of Account & Solvency and charge filing - 31.03.2025 Annual return- 31.03.2025
	-SCN issued, if any.	---
20.	Whether prosecution filed against the LLPs under reference, if so, present status.	No
21.	Details of 3is (Inspection, Inquiry, Investigation is pending against the LLPs)	No
22.	Complaints, if any, against the LLPs under reference.	No
23.	Special feature, if any, having bearing on the application.	As per MCA portal, Charge is created against the Transferor Company of Rs. 4,38,81,000/- and Transferee Company of Rs. 34,44,51,000/-.
24.	Is there any clause regarding change of name of any LLPs after arrangement/amalgamation	No
25.	Whether there is proceeding u/s. 55-58 and Section 75 & Rule 37 of the Act is pending against any of above LLPs.	No

26.	Is there arrangement clause in the Memorandum of Association of the LLPs.	Yes		
27.	Latest Management pattern of the LLP under reference.	Latest Management pattern is attached with the petition.		
28.	Shareholding pattern of the Transferor LLP	Shareholding pattern of the Transferor LLP is attached with the petition.		
29.	Shareholding pattern of the Transferee LLP	Shareholding pattern of the Transferee LLP is attached with the petition.		
30.	Applicability of Filing of e-Form BEN-2			
	Name of the Petitioner LLPs	**Name of Shareholder: -**	**% of shares held: -**	**Remarks: -**
	M/s **AGRAWAL FAMILY FOOD INDIA LLP** having LLPIN AAG-5758 ("Transferor LLP")	NA	NA	NA
	M/s **AGRAWAL SNACKS FOOD INDIA LLP** having LLPIN AAH-6078 ("Transferee LLP")	NA	NA	NA
31.	Observation, if any:-			
	As per the scheme, the Transferee LLP may kindly be directed to comply with the provision of section 60-62 of Limited Liability Partnership Act 2008 read with rule 35 of the Limited Liability Partnership Rules, 2009 regard to the fee payable on its revised authorized share capital, if any. This office has prepared the above factual report/representation based on the Scheme of Merger/Amalgamation thereto as provided, records maintained, and documents filed by the concerned LLP(s) from time to time.			

Anjali
Dr. Anjali Pokhriyal
Registrar of Companies,
Madhya Pradesh, Gwalior

26. Subsequently, reply affidavit to the report of ROC has been filed by the Petitioner Companies inter *alia* stating as under:-

- The Ld. Registrar of Companies has filed his observations (Annexure-2) on the website of the National Company Law Tribunal and has made the observations under Para-31, in response to which the Petitioner LLPs undertake that the amalgamation shall, Compliance of the provisions of Section 60-62 of the limited, Liability Partnership Act, 2008 read with., Rule 35 of the Limited Liability Partnership Rules, 2009 and with regard to the fee payable on the authorised capital, the Petitioner LLPs shall comply with all applicable provisions

27. The Official Liquidator (OL) has also filed its report, dated 06.01.2026 and observed that:

- The Official Liquidator submits that, upon receipt of notice, requisite information and documents were called from the applicant LLPs. A meeting dated 12.09.2025 was convened for appointment of a Chartered Accountant to investigate the books of accounts. Accordingly, M/s Jain & Khandelwal Co., Indore was appointed, and their report dated 19.12.2025 has been received and annexed as Annexure "A".

- Upon examination of documents and the CA report, the Official Liquidator submits the capital structure of the Transferor LLP (AFF) as under:

M/s Agrawal Family Food India LLP (Transferor LLP – AFF)

Particulars	**Amount(Rs.)**
Obligation of Contribution (Authorised)	
Shri Aman Bansal	1,00,00,000
Shri Anoop Bansal	1,00,00,000
Total	2,00,00,000
Contribution Received (Paid Up)	
Shri Aman Bansal	1,00,00,000
Shri Anoop Bansal	1,00,00,000
Total	2,00,00,000

- The capital structure of the Transferee LLP (ASF) is as follows:

M/s Agrawal Snacks Food India LLP (Transferee LLP – ASF)

Particulars	**Amount(Rs.)**
Obligation of Contribution (Authorised)	
Shri Roopesh Singhal	1,77,50,000
Ms. Bhawana Singhal	82,50,000
Ms. Rekha Agrawal	16,00,000
Shri Aryan Singhal	4,00,000
Total	2,80,00,000
Contribution Received (Paid Up)	
Shri Roopesh Singhal	1,77,50,000
Ms. Bhawana Singhal	82,50,000
Ms. Rekha Agrawal	16,00,000
Shri Aryan Singhal	4,00,000
Total	2,80,00,000

- It is further submitted that the designated partners of the Transferor LLP (AFF) are:

S.No.	Name	DIN
1	Shri Aman Bansal	07484990
2	Shri Anoop Bansal	00933526

- The Official Liquidator submits that the main objects of both LLPs are substantially similar, involving processing, manufacturing, trading, import-export, and dealing in processed foods, agro products, dairy items, bakery and confectionery products.

- As per Clause 10 of the Scheme, upon amalgamation becoming effective, the partners of the Transferor LLP shall become partners of the Transferee LLP, and the paid-up contribution of the amalgamated LLP shall increase from Rs.2,80,00,000 to Rs.4,80,00,000. The post-amalgamation profit-sharing ratio and capital contribution shall be as under:

Name of Partner	Profit Share	Contribution (Rs.)
Shri Roopesh Singhal	40%	1,77,50,000
Ms. Bhawana Singhal	20%	82,50,000
Ms. Rekha Agrawal	16%	16,00,000
Shri Aryan Singhal	4%	4,00,000
Shri Aman Bansal	10%	1,00,00,000
Shri Anoop Bansal	10%	1,00,00,000
Total	100%	4,80,00,000

- It is further submitted that, as per Clause 12 of the Scheme, upon the scheme becoming effective, the Transferor LLP shall stand dissolved without winding up. Clause 16 provides that all costs, charges, and expenses of the scheme shall be borne by the Transferee LLP.

- The Official Liquidator submits that, as per the Chartered Accountant's report, the Transferor LLP has **outstanding dues of Rs.33,45,277/- payable to MSME**. Therefore, the Transferor LLP may be directed to submit clarification regarding the same. Further, it is observed that **revaluation of building was carried out on 31.12.2024 and the treatment of revaluation reserve and depreciation requires clarification**; hence appropriate directions may be issued.

- The Official Liquidator further submits that the Transferee LLP may be directed to ensure compliance with all applicable statutory provisions, and that the Transferor LLP shall not be absolved of its statutory liabilities.

- It is also submitted that the cost incurred by the office of the Official Liquidator in **preparing the report** is approximately **Rs. 10,000/-**, and the Transferee LLP may be directed to pay the same to the Pay & Accounts Officer, Ministry of Corporate Affairs.

- In view of the above, the Official Liquidator submits that the Hon'ble Tribunal may pass appropriate orders as deemed fit in the interest of justice, after considering the report and representations of statutory authorities.

28. Subsequently, reply affidavit to the report of OL has been filed by the Petitioner Companies *inter alia* stating as under:-

- As regards outstanding of MSMEs to the tune of Rs.33,45,2771- is concerned, it is humbly submitted that firstly the Applicant LLPs are going concerns; secondly Applicant LLPs are not proposing any compromise with any of its creditors; thirdly the MSMEs are the creditors in the ordinary course of business and are being paid on due dates and there is no complaint about non-payment to any of the MSMEs; fourthly the Applicant LLPs are having sufficient cash flows even to satisfy the out-standings of MSMEs in future as well; and lastly no prejudice would be caused to any of the

MSMEs if the proposed amalgamation is approved by this Hon'ble Tribunal.

- The Petitioner LLPs undertake to comply with all the applicable provisions of accounting Policies and Standards as may be applicable to them from time to time.
- The Petitioner LLPs undertake to comply with all the applicable statutory provisions including but not limited to sanctioning of the present scheme and particularly the transferee company shall not be absolved from any of its statutory liabilities in any manner what so ever.

29. The **Income Tax Department** has also filed its report, dated 06.02.2026 and observed that the following amount is outstanding from the applicant companies:

S. No.	PAN	A.Y.		Total Demand
1	ABFFA4513Q (Agrawal Family Food India LLP)	2018- 19 Rs.1000/-	2021-22 Rs. 18,13,330/-	Rs. 18,14,330/-
2	ABGFA4439G (Agrawal Snacks Food India LLP)	2018- 19		Rs. 1000/-

30. Subsequently, reply affidavit to the report of Income Tax Department has been filed by the Petitioner Companies *inter alia* stating as under:

- The Income Tax Department vide its Report dated 6th February, 2026 has made certain observations about the pending disputed demands against the Applicant LLPs, and in this regard it is respectfully submitted that the subject demand under this para is on account of wrong presumption of the last

date during Covid and is always subject to consideration of the Department in appropriate proceedings under the lncome Tax Act, 1961, and the final demands would be paid/discharged by the Applicant LLPs subject to final outcome of proceedings under the lncome Tax Act.

- This joint affidavit is being filed by the Petitioner LLPs in response to the observations of the Learned Official Liquidator, the Registrar of Companies and the Income Tax Department.

OBSERVATIONS AND ANALYSIS

31. We have carefully perused the pleadings of the Petitioner LLPs, the reports submitted by the Regional Director, North-Western Region, Ahmedabad, the Registrar of Companies, Gwalior, the Official Liquidator, Indore, and the Income Tax Department, as well as the reply affidavits filed by the Petitioner LLPs in response thereto. We have also heard the Learned Counsel for the Petitioner LLPs. The law applicable to the present proceedings, being Sections 60 and 62 of the Limited Liability Partnership Act, 2008 read with Rule 35 of the Limited Liability Partnership Rules, 2009, has been duly considered.

32. On the report of the **Regional Director, North-Western Region, Ahmedabad**: The Regional Director has, in its report dated 16.09.2025, clarified that under Section 62(1) of the LLP Act, 2008, the role of reporting in amalgamation matters is vested exclusively with the Registrar of Companies and the Official Liquidator, and that the Central Government/Regional Director has no independent reporting obligation in such proceedings. The

Regional Director has accordingly confirmed that the Registrar of Companies, Gwalior and the Official Liquidator, Indore have been directed to submit their respective reports. This Tribunal takes note of the position articulated by the Regional Director and finds no adverse observations requiring adjudication so far as the Regional Director's report is concerned.

33. On the report of the **Registrar of Companies, Gwalior**: The Registrar of Companies has filed his observations dated 06.01.2026, pointing out that the Petitioner LLPs are required to ensure full compliance with the provisions of Sections 60 to 62 of the Limited Liability Partnership Act, 2008 read with Rule 35 of the Limited Liability Partnership Rules, 2009, and that applicable fee in respect of the authorised capital of the amalgamated LLP shall be duly paid in accordance with law. In their reply, the Petitioner LLPs have given an undertaking to comply with all applicable provisions including payment of requisite fee on authorised capital. This Tribunal accepts the undertaking so tendered and notes that there is no objection to the Scheme on merits from the Registrar of Companies.

29. On the report of the **Official Liquidator, Indore**: The Official Liquidator, upon receipt of the notice and documents, appointed M/s Jain & Khandelwal Co., Indore as Chartered Accountant to investigate the books of accounts of the Petitioner LLPs, and the Chartered Accountant's report dated 19.12.2025 has been placed on record. After examining the said report and the documents furnished, the Official Liquidator has raised two substantive observations, which are addressed hereinbelow:

(i) **Outstanding MSME Dues:** The Official Liquidator has pointed out that the Transferor LLP, namely Agrawal Family Food India LLP, has outstanding dues of Rs. 33,45,277/- payable to Micro, Small and Medium Enterprises (MSMEs). The Petitioner LLPs, in their reply affidavit, have submitted that the Petitioner LLPs are going concern entities; that no compromise is being proposed with any creditor; that the MSME creditors are being regularly paid in the ordinary course of business and no complaint regarding non-payment has been lodged; and that the Petitioner LLPs possess sufficient cash flows to meet all such dues. Having considered the reply, this Tribunal is of the view that the outstanding dues to MSMEs shall be adequately secured and the Transferee LLP, being the amalgamated entity, shall be bound to discharge the same. Accordingly, the Transferee LLP is directed to file an undertaking before this Tribunal confirming that all MSME dues of the Transferor LLP outstanding as on the Appointed Date shall be duly discharged within due course of time as per law.

(ii) **Revaluation of Building and Accounting Treatment:** The Official Liquidator has observed that a revaluation of building was carried out by the Transferor LLP as on 31.12.2024 and that the treatment accorded to the revaluation reserve and depreciation arising therefrom requires clarification. The Petitioner LLPs, in their reply, have undertaken to comply with all applicable accounting policies and standards as may be applicable from time to time. This Tribunal notes that the accounting treatment of revaluation reserves and consequential depreciation directly impacts the true and fair

view of the financial statements of the amalgamated entity and must be in strict conformity with the applicable Accounting Standards notified under the relevant provisions of law. Accordingly, the Petitioner LLPs are directed to file an affidavit, duly certified by their Statutory Auditors, clearly setting out the accounting treatment adopted in respect of the revaluation of building effected on 31.12.2024, including the treatment of the revaluation reserve and the computation of depreciation thereon, confirming that the same is in accordance with the applicable Accounting Standards, within four (4) weeks from the date of this Order.

34. On the report of the **Income Tax Department**: The Income Tax Department, vide its report dated 06.02.2026, has reported the following outstanding demands against the Petitioner LLPs:

(i) in respect of Agrawal Family Food India LLP (PAN: ABFFA4513Q), a total demand of Rs. 18,14,330/- relating to Assessment Years 2018-19 and 2021-22; and

(ii) in respect of Agrawal Snacks Food India LLP (PAN: ABGFA4439G), a demand of Rs. 1,000/- for Assessment Year 2018-19.

The Petitioner LLPs, in their reply affidavit, have submitted that the demand in respect of the Transferor LLP arose on account of an incorrect assumption regarding the last date for filing during the COVID-19 pandemic period and is subject to appropriate proceedings under the Income Tax Act, 1961, and that all final demands, as determined in accordance with law, shall be duly discharged. This Tribunal notes that the pendency of income tax demands does not per se constitute a bar to the sanctioning of a

scheme of amalgamation, inasmuch as the Income Tax Act, 1961 independently governs the rights and obligations of the assessee in this regard, and the concerned authorities are at liberty to take appropriate action in accordance with the provisions of the Income Tax Act. However, in order to ensure that no prejudice is caused to the revenue, the Petitioner LLPs are directed to file an undertaking confirming that all income tax demands, whether existing or crystallising in the future in respect of both the Petitioner LLPs (including for the period prior to the Appointed Date), shall be duly discharged by the Transferee LLP, being the amalgamated entity, as and when determined by the concerned Assessing Authority.

35. On the **Appointed Date**: As per Clause 5 of the Scheme, the Appointed Date is 1st April, 2025. The Scheme was filed before this Tribunal in 2025. The Appointed Date, being the commencement date of the current financial year, is consistent with established practice in merger and amalgamation proceedings and does not appear to be unduly ante-dated. This Tribunal finds no infirmity in the Appointed Date as specified in the Scheme.

36. On the **Interests of Partners, Creditors and Employees**: The Tribunal notes that the meetings of the Designated Partners, Secured Creditors and Unsecured Creditors of both Petitioner LLPs were dispensed with by this Tribunal vide order dated 28.07.2025, and no objections to the proposed Scheme have been received from any quarter. Both Petitioner LLPs are profit-making and going concern entities, and the proposed amalgamation is an internal restructuring exercise between two LLPs under common family management, aimed at consolidating operations, reducing administrative duplication, and achieving operational efficiency.

The interests of the partners, creditors, employees, and other stakeholders do not appear to be adversely affected by the proposed amalgamation. The objects of both Petitioner LLPs being substantially similar, the Scheme is prima facie in the public interest and is not contrary to any provision of law.

Conditions

37. The **Transferee LLP – Agrawal Snacks Food India LLP – shall file an undertaking** before this Tribunal within two (2) weeks from the date of this Order, **confirming that all outstanding dues payable to MSME creditors of the Transferor LLP, amounting to Rs. 33,45,277/- as reported by the Official Liquidator, shall be fully discharged** within the due course of business as per law.

38. The Petitioner LLPs shall, within four (4) weeks from the date of this Order, **file an affidavit duly certified by their Statutory Auditors setting out the accounting treatment adopted in respect of the revaluation of building carried out on 31.12.2024,** including the treatment of the revaluation reserve and computation of depreciation thereon, and confirming that the same is in compliance with the applicable Accounting Standards.

39. The Transferee LLP shall file an **undertaking** before this Tribunal within two (2) weeks from the date of this Order, **confirming that all income tax demands, both existing and such as may be crystallised in the future in respect of both the Petitioner LLPs (including demands pertaining to the period prior to the Appointed Date), shall be duly paid and discharged by the Transferee LLP** as and when directed by the concerned Assessing Authority under the Income Tax Act, 1961. The sanction of this Scheme shall not be construed as granting any exemption from any

obligation under the Income Tax Act, 1961, and the authorities under the Income Tax Act shall be at liberty to take such action as may be deemed appropriate in accordance with law.

40. The Transferee LLP shall ensure full compliance with the provisions of Sections 60 to 62 of the Limited Liability Partnership Act, 2008 and Rule 35 of the Limited Liability Partnership Rules, 2009, including payment of requisite fee on the authorised capital of the amalgamated LLP consequent upon the amalgamation of the Authorised Capital of the Transferor LLP with that of the Transferee LLP, within such period as may be prescribed under the applicable law.

41. The **Transferee LLP shall deposit a sum of Rs. 10,000/- (Rupees Ten Thousand Only) towards the costs incurred by the office of the Official Liquidator, Indore,** in the matter, in favour of the Pay & Accounts Officer, Ministry of Corporate Affairs, within four (4) weeks from the date of receipt of a certified copy of this Order. Proof of such deposit shall be filed before this Tribunal and a copy thereof shall be furnished to the office of the Official Liquidator, Indore.

42. The Petitioner LLPs shall comply with all the **undertakings** given by them in their reply affidavits filed **in response to the reports of the Registrar of Companies, the Official Liquidator, and the Income Tax Department**. The Registrar of Companies, Gwalior shall monitor and ensure such compliance.

43. This Order shall not be construed as granting any exemption from payment of stamp duty, taxes, or any other statutory levies or charges as may be applicable under any law for the time being in

force. All permissions, approvals, and compliances specifically required under any other law shall be independently obtained by the Petitioner LLPs.

44. In view of the foregoing, this Tribunal is satisfied that the Scheme of Amalgamation of Agrawal Family Food India LLP (Transferor LLP) with Agrawal Snacks Food India LLP (Transferee LLP), as set out in Annexure P-9 (Colly) of the Petition, is fair, reasonable, and not contrary to public interest or to the provisions of any law. The observations and objections raised by the statutory authorities stand adequately addressed and disposed of in the manner indicated hereinabove. Accordingly, the Scheme is sanctioned subject to compliance with the directions set out hereinbelow.

ORDER

34. In light of the above, this Tribunal hereby passes the following Order:

i. The Scheme of Amalgamation of Agrawal Family Food India LLP (Petitioner No.1/Transferor LLP) with Agrawal Snacks Food India LLP (Petitioner No.2/Transferee LLP, is hereby sanctioned subject to compliance of conditions as mentioned in para 37-43 of the order and shall be binding upon the Petitioner LLPs and all their respective Designated Partners, Partners, Secured Creditors, Unsecured Creditors and all other persons having any interest in the said LLPs. The Appointed Date of the Scheme shall be 1st April 2025.

ii. The Petitioner LLPs shall, within thirty (30) days from the date of receipt of a certified copy of this Order, cause a certified copy

thereof to be delivered to the Registrar of Companies, Gwalior for registration, as required under Section 62 of the Limited Liability Partnership Act, 2008 read with the applicable Rules. Upon registration of this Order, the Transferor LLP – Agrawal Family Food India LLP – shall stand dissolved without undergoing the process of winding up, in terms of the Scheme.

iii. Upon the Scheme becoming effective, the whole of the undertaking, assets, properties (movable and immovable), liabilities, obligations, rights, entitlements, approvals, permits, licences, and interests of the Transferor LLP shall, without any further act or deed, stand transferred to and vest in the Transferee LLP, and the Transferee LLP shall, from the Appointed Date, be entitled to carry on the business and activities of the Transferor LLP as its own, subject to the terms of the Scheme.

iv. The Learned Counsel for the Petitioner LLPs is directed to serve a copy of this Order upon all Statutory Authorities and Regulators who have been served notice in the present proceedings, within ten (10) days from the date of receipt of a certified copy of this Order.

v. Any person interested shall be at liberty to apply to this Tribunal in the above matter for such further directions as may be necessary.

35. Accordingly, CP(CAA)/7(MP)2025 is hereby allowed and disposed of. A certified copy of this Order be communicated to the Counsel for the Petitioner LLPs.

Sd/-

MAN MOHAN GUPTA

MEMBER (TECHNICAL)

Sd/-

BRAJENDRA MANI TRIPATHI

MEMBER (JUDICIAL)

Vanshika-LRA