

NATIONAL COMPANY LAW TRIBUNAL  
SINGLE BENCH  
CHENNAI

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ATTENDANCE CUM ORDER SHEET OF THE HEARING OF CHENNAI BENCH, CHENNAI  
NATIONAL COMPANY LAW TRIBUNAL, HELD AT 10.30 AM ON 25.09.2018

PRESENT: SHRI Ch. MOHD SHARIEF TARIQ, MEMBER-JUDICIAL

APPLICATION NUMBER : CA/155/IB/2018  
IN  
PETITION NUMBER : TCP/10/ (IB)/2017  
NAME OF THE PETITIONER(S) : SEW INFRASTRUCTURE LTD  
NAME OF THE RESPONDENT(S) : NAGARJUNA OIL CORPORATION LTD & 5 ORS  
UNDER SECTION : 11

S.No.	NAME (IN CAPITAL)	DESIGNATION	SIGNATURE

REPRESENTATION BY WHOM

1 N.P. VIJAYKUMAR  
M. SAVITHA DEVI

Counsel for RP  
(R2)

*M. S.*

ORDER

Counsel for the Applicant is present. The RP on behalf of the Corporate Debtor is present. Counsel for R2 to R6 is present. The Respondent No.2 being the RP has filed a reply stating the impact on the Corporate Debtor of the Resolutions passed by the Board of Directors of M/s. Sri Venkateswara Power and Utilities Limited. The impact on Nagarjuna Oil Corporation Limited is reported as follows :

*“ a) Reversal of 42.90 Crores resulted in lesser capital work-in- progress as well as lesser payable to SEW Infrastructure Limited simultaneously; consequently Nagarjuna Oil Corporate Limited , being 71.03% shareholder, its liability comes down by Rs.30.47 Crores.*

*b) Nagarjuna Oil Corporation Limited being a holding company is unable to consolidate the accounts of its subsidiary and hence unable to comply with the statutory requirements under the Companies Act, 2013.*

*c) SEW Infrastructure Limited neither handed over the management of Sri Venkateswara Power & Utilities Limited nor managed to fulfil its obligation, income-tax and other laws till date; consequently the liabilities for such non-compliance may fall on Nagarjuna Oil Corporation Limited as its holding company.”*

On perusing the report filed by the RP and the submissions made by the Counsel for R3 to R6, the Resolutions dated 06.01.2018 passed by the Board of Directors of Sri Venkateswara Power & Utilities Limited are hereby set aside as prayed in the application under Para iv which is extracted as below :

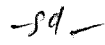
*“Declare all the Board Resolutions passed by the Board consisting of Respondent Nos. 4,5 and 6 including but not limited to the following Resolutions as illegal, invalid and void ab initio :*

- a. Approval of Financial Statements for the FY 2015-2016;*
- b. Approval of Financial Statements for the FY 2016-17;*
- c. Shifting of address of Registered of Sree Venkateswara Power & Utilities Limited from the premises of the Applicant to the Respondent No. 1's Group Company.”*

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The RP is directed to appoint the nominee directors for Sree Venkateswara Power & Utilities Limited as per the Shareholders' Agreement and the directors will appoint one Independent Auditor to audit the accounts of R3 for the Assessment Years 2015-2016 and 2016-2017 and to take appropriate decision with regard to the shifting of Registered Office of Sree Venkateswara Power & Utilities Limited.

Accordingly, the RoC is directed to remove the Forms relating to Financial Statements for the FY 2015-2016 and FY 2016-17 and accept fresh Forms which are to be filed by the nominee directors to be appointed by the RP. Accordingly the Application stands **disposed of.**

  
(CH. MOHD. SHERIFF TARIQ)  
MEMBER (JUDICIAL)

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