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**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**CA(CAA) No. 109/NCLT/AHM/2018**

Coram: **Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD  
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 20.09.2018**

Name of the Company: Aditya Birla Telecom Ltd.


Section of the Companies Act: Section 230-232 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	SANDEEP SINGHI	} ADVOCATE	} APPLICANT	} PARINI, K. SHAH
2.	PARINI SHAH FOR SINGHI & CO			

**ORDER**

Advocate Mr. Sandeep Singhi with Advocate Ms. Parini Shah i/b Singhi & Co. is present for the Applicant.

Heard the Learned Lawyer appearing on behalf of the applicant at length and pronounced the order in the open court vide separate sheet.

  
**MANORAMA KUMARI  
(MEMBER JUDICIAL)**

Dated this the 20<sup>th</sup> day of September, 2018

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH**

CA(CAA) No.109/NCLT/AHM/2018

**In the matter of**

Aditya Birla Telecom Limited,  
a company incorporated under the  
provisions of the Companies Act, 1956  
and having its registered office at  
4th Floor, Suman Tower,  
Sector-11,  
Gandhinagar-382 011, Gujarat, India

... Applicant  
(Transferor Company)

**Order delivered on 20<sup>th</sup> September, 2018**

**Coram: Hon'ble Ms. Manorama Kumari, (Member Judicial)**

**Appearance: Mr. Sandeep Singhi with Ms. Parini Shah, for M/s. Singhi & Co, Advocate for the Applicant**

**ORDER**

1. The instant application is filed by the Applicant Transferor Company seeking sanction of Scheme of Amalgamation of Aditya Birla Telecom Limited (Transferor Company) with Vodafone Idea Limited (Transferee Company) ("Scheme" for short) in the nature of amalgamation of the Transferor Company with the Transferee Company, pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 (hereinafter referred to as the "Act") and other applicable provisions of the Act.
2. The Board of Directors of the Applicant Transferor Company, in the meeting held on 11th day of September 2018, passed a resolution

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approving the proposed Scheme placed before the Board annexed with this application as Annexure "H".

3. It is stated by the Applicant Transferor Company in the application that there are 7 (seven) Equity Shareholders in the Applicant Transferor Company. The list of Equity Shareholders of the Applicant Transferor Company is annexed with this application as Annexure "O". The Applicant Transferor Company has also filed original affidavits of all the 7 (seven) Equity Shareholders consenting to the Scheme and the same are annexed with this application as Annexure "P (Colly)".
4. In view of the consent affidavits of all the 7 (seven) Equity Shareholders, the meeting of Equity Shareholders of the Applicant Transferor Company, for the purpose of considering and if thought fit, approving the arrangement embodied in the proposed Scheme with or without modification(s) is dispensed with.
5. It is stated by the Applicant Transferor Company in the application that there are no Secured and Unsecured Creditors of the Applicant Transferor Company as on 19th day of September 2018. The Applicant Transferor Company has filed certificate of the Chartered Accountant and the same is annexed with this application as Annexure "Q", stating that there are no Secured and Unsecured Creditors of the Applicant Transferor Company, as on 19th day of September 2018. In view of the aforesaid statement made in the application and the certificate of the Chartered Accountant, this Tribunal is of the view that there is no need to hold meeting of Secured and Unsecured Creditors of the Applicant Transferor Company.
6. It is stated in the application of the Applicant Transferor Company that applicant Transferor Company Aditya Birla Telecom Limited (hereinafter referred to as the "Applicant Transferor Company" is an




unlisted public company limited by shares. The Applicant Transferor Company is a wholly owned subsidiary of the Vodafone Idea Limited, the Transferee Company.

7. It is stated by the Applicant Transferor Company in the application that no investigation has been instituted or is pending in relation to the Applicant Transferor Company under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
8. It is stated by the Applicant Transferor Company in the application that no notice under Section 230(5) of the Act is required to be issued to the Competition Commission of India and Reserve Bank of India in the facts of the present case.
9. Heard learned advocate Mr. Sandeep Singhi for the Applicant Company. Perused the application and the supporting affidavit of Ms. Viraf Fanibanda, Authorised Signatory of the Applicant Company dated 19th day of September 2018 and the documents annexed thereto.
10. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules 2016, the Applicant Transferor Company shall send a notice in Form No. CAA.3 along with a copy of the Scheme of Arrangement, the explanatory statement and the disclosures mentioned under Rule 6 to (i) the Central Government through the Regional Director, North Western Region, (ii) the Registrar of Companies, (iii) Official Liquidator and (iv) Concerned Income Tax Authorities stating that representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to make on the proposed Scheme. The said notice shall be sent by hand delivery through special messenger or

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by registered post acknowledgement due or speed post within 10 days from the date of this order for filing their representation, if any, within 30 days from the date of notice. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the Applicant Transferor Company and/or its advocate. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation.

11. This Company Application is disposed of accordingly.

  
**Ms. Manorama Kumari**  
**Member(Judicial)**