

46.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 26/NCLT/AHM/2017

Coram:

**Present: Hon'ble Mr. BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 18.04.2017**

Name of the Company: The Adani Harbour Services Pvt Ltd.

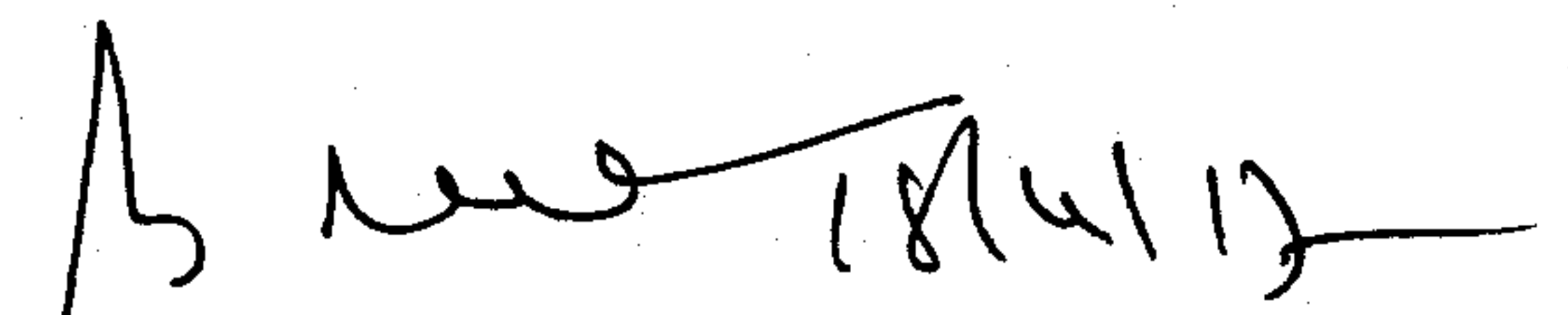
Section of the Companies Act: Section 230-232 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	Sandeep Singhi	Advocate	Applicant	}
2.	Pranjal Buch for Singhi & Co.	"	"	

ORDER

Learned Advocate Mr. Sandeep Singhi with learned Advocate Mr. Pranjal Buch present for Applicant.

Order pronounced in open Court. Vide separate sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 18th day of April, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Date: 18th day of April, 2017

C.A.(CAA) 26/NCLT/AHM/2017

In the matter of :-

The Adani Harbour Services Private Limited,
A company incorporated under the
Provisions of the Companies Act, 1956
And having its registered office at
Adani House,
Near Mithakhali Six Roads,
Navrangpura,
Ahmedabad – 380 009.

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Applicant
(Transferee Company)

Appearance:-

Mr. Sandeep Singhi and Mr. Pranjal Buch, Advocates,
for M/s Singhi & Co., Advocates, for the Applicant.

FINAL ORDER
(Date:18.04.2017)

1. Heard learned Advocates Mr. Sandeep Singhi and Mr. Pranjal Buch for M/s Singhi & Company, Advocates for the Applicant-company. Perused the application and the supporting affidavit of Mr. Abhishek Bansal, Company Secretary of the Applicant-company, dated 30th March, 2017 and the documents annexed thereto.

2. The Adani Harbour Services Private Limited (hereinafter referred to as the “transferee-company”) filed this application seeking dispensation of the meeting of equity shareholders in respect of a scheme of arrangement between the transferee-company and Adani Petronet (Dahej) Private Limited (hereinafter referred to as the “transferor-company”) and their respective shareholders and creditors (“Scheme” for short) in the nature of proposed transfer and vesting of Marine Business Undertaking of the transferor-company

with effect from the Appointed Date, as a going concern, on Slump Sale basis and, for which, a lump sum cash consideration shall be paid by the transferee-company to the transferor-company on the agreed terms and conditions as set out in the scheme in accordance with Section 2(42C) of the Income Tax Act, 1961 and under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act.

3. The transferee-company is a private company. The Board of Directors of the transferee-company, in the meeting held on 22nd March, 2017, passed a resolution approving the proposed Scheme placed before the Board by the Company Secretary. The applicant-company filed Annual Reports of the applicant transferee-company and the transferor-company as on 31st March, 2016. The applicant-company also filed a copy of Valuation Report dated 22nd March, 2017. The applicant-company also filed a certificate issued by the Statutory Auditor of the applicant transferee-company issued under Section 133 of the Companies Act, 2013.

4. The applicant-company stated that there are seven equity shareholders in the transferee-company. The list of equity shareholders of the transferee-company is produced at Annexure "Q". The applicant-company filed original consent affidavits of all the equity shareholders vide Annexure "R".


5. In view of the consent affidavits of the equity shareholders, the meeting of equity shareholders of the applicant-company, for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s), deserves to be dispensed with and is hereby dispensed with.

6. It is stated in the application that there are no secured and unsecured creditors of the applicant transferee-company as on 28th March, 2017. The applicant-company filed certificates of Chartered Accountant vide Annexure "S" stating that there are no secured

creditors and unsecured creditors of the applicant-company, as on 28th March, 2017. In view of the aforesaid statement made in the application and the certificates of Chartered Accountant, this Tribunal is of the view that there is no need to hold meeting of the secured and unsecured creditors of the applicant-company.

7. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the Applicant-company shall send a notice in Form No.CAA.3 along with a copy of the scheme or 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, Gujarat, (iii) the Income-tax authorities, and (iv) the Official Liquidator concerned 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 forthwith by registered post or by speed post or by courier or by hand delivery at the office of the authority as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230, shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it will be deemed that they have no representation to make on the proposed arrangement.

8. This Company Application is disposed of accordingly.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced by me on this
 18th day of April, 2017.

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