






**NATIONAL COMPANY LAW TRIBUNAL  
DIVISIONAL BENCH  
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF CHENNAI BENCH, CHENNAI  
NATIONAL COMPANY LAW TRIBUNAL, HELD ON 30/03/2017 AT 10.30 AM**

**PRESENT: SHRI K. ANANTHA PADMANABHA SWAMY, MEMBER-JUDICIAL  
SHRI Ch. MOHD SHARIEF TARIQ, MEMBER-JUDICIAL**

APPLICATION NUMBER : CA/62/2017  
IN  
PETITION NUMBER : CP/13/2017  
NAME OF THE PETITIONER(S) : GREATSHINE HOLDINGS PVT LTD + 1  
NAME OF THE RESPONDENT(S) : ZYNERGY SOLAR PROJECTS & SERVICES PVT LTD+8  
UNDER SECTION : 241/242 OF COMPANIES ACT 2016

S.No.	NAME (IN CAPITAL)	DESIGNATION	SIGNATURE
		REPRESENTATION BY WHOM	
1.	CA VINOD DAINA	Respondent No. 1 Respondent No. 2, 3, 7, 8 and 9 Authorized Represent. Chartered Accountant	
2.	Rajiv Pradhan	Director & Chairman Respondent #1	
3.	P. H. ARVINDH TANDIAN, SRADY. for H. CRICHAKAN KANGARATAN	Counsel for petitioner	
4.	Satish Panarayan, Sr. Adv for K. howtham kumar	Counsel for Applicant/ RS Gb	
5.	P. S. Raman Sr. Adv for Anishankar mani	Counsel for R4G7	

## ORDER

Three C.A.s have been filed in connection with main company petition C.P.No.13 of 2017. The first Application filed by M/s.Archer Power Systems Private Limited that has been numbered as C.A.61 of 2017; the second by M/s.Greatshine Holdings Private Limited that has been numbered as C.A.62 of 2017 and the third by Rohit Rabindranath that has been numbered as C.A.63 of 2017.

2. The reliefs sought for in the above applications are reproduced as follows :

### Prayers in CA.61 of 2017

- a. *To grant interim reliefs No. VI(B)(1) and (2) from the main Company Petition with respect to the composition of the Board of Directors and the Shareholding Pattern of the 1<sup>st</sup> Respondent Company.*
- b. *Restrain the 1<sup>st</sup> Respondent Company from carrying out any changes in the management and day to day affairs of the company*

### Prayers in CA.62 of 2017

- a. *To grant interim reliefs No. VI(B)(7), (8), (9) & (10) from the main Company Petition with respect to the composition of the Board of Directors and the shareholding pattern of the 1<sup>st</sup> and 2<sup>nd</sup> Applicants here.*
- b. *Restrain the 1<sup>st</sup> Respondent Company from carrying out any changes in the management and day to day affairs of the 1<sup>st</sup> and 2<sup>nd</sup> Applicant Companies.*

### Prayers in CA.63 of 2017

- a. *To declare the notice dated 23/3/2017 calling for board meeting on 3/4/2017 as null and void as the notice is ultra vires the Articles of Association of the Company*
- b. *Restrain the 1<sup>st</sup> Respondent Company from conducting any board meeting on 3/4/2017 based on the notice dated 23/3/2017 issued by Mr.Rajiv Pradhan.*

3. We have heard all the three counsels representing the Applicants in the above mentioned CAs and also the Representative for R2, R3, R7, R8 and R9 who claims to represent R1 as well.

4. We have perused the notice dated 23.03.2017 in relation to the proposed meeting of Board of Directors of 1<sup>st</sup> Respondent Company, which is likely to be convened on 03.04.2017 and also seen the agenda for the Board meeting having 18 items to be transacted. After hearing both the sides, we are not inclined to restrain convening of the proposed Board meeting. However, with the consensus of the parties, we are inclined to appoint Shri R.Bhupaty, former President of Institute of Chartered Accountants of India, as an independent Observer for the proposed Board Meeting who shall prepare a report and submit the same to this Bench within a period of ten days from the date the meeting is convened. It is further made clear that the decisions taken in the proposed Board meeting shall not be given effect without the leave of this Bench. The Independent Observer is at liberty to fix his remuneration as per the practice in vogue, which will be borne by R1 company. Counsel for Respondents prays three weeks for filing counter in the CAs and detailed counter in main company petition including the interim prayers. This order is passed without prejudice to the rights and contentions of both of the parties. Put up on **25.04.2017 at 10.30 A.M.**

  
ANANTHA PADMANABHA SWAMY  
MEMBER (JUDICIAL)

  
CH MOHD SHARIEF TARIQ  
MEMBER (JUDICIAL)