

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV**

CP (CAA)/141/MB-IV/2021

IN

CA (CAA)/1163/MB/2020

In the matter of

the Companies Act, 2013;

AND

In the matter of

*sections 230-232 and other applicable provisions of
the Companies Act, 2013 and rules made thereunder*

AND

In the matter of

Scheme of Merger by Absorption

Of

Ador Green Energy Private Limited

*(“First Applicant Company /
Transferor Company 1”)*

With

J.B Advani & Company Private Limited

*(“Second Applicant Company/ Transferee
Company”)*

AND

their respective Shareholders (‘Scheme’ or ‘the Scheme’)

Ador Green Energy Private Limited
[CIN: U74999MH2008PTC186104]

... First Applicant Company/
Transferor Company 1

J.P Advani & Company Private Limited
[CIN: U51900MH1925PTC004217]

... Second Applicant Company/
Transferee Company 2

Order delivered on: 04.03.2022

Coram:

Mr. Rajesh Sharma
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Applicants:

Mr. Hemant Sethi, Ms. Vidhisha
Poonja i/b Hemant Sethi & Co,
Advocates.

ORDER

Per: Kishore Vemulapalli Member (Judicial)

1. The Bench is convened by videoconference today.
2. The Petition is Admitted.
3. Petitions fixed for hearing and final disposal on 18.04.2022.
4. Learned Counsel for Petitioner Companies states that in pursuance of the directions contained in the Order delivered on 16.02.2021 by this Tribunal in CA(CAA)/1163/MB/2020 the meetings of Equity Shareholders of the first Applicant Company was dispensed with view of Consent Affidavits filed by the Equity Shareholders of the First Applicant Company.
5. Learned Counsel for Petitioner Companies states that in pursuance of the directions contained in the Order delivered on 16.02.2021 by this Tribunal in CA(CAA)/1163/MB/2020, there are no Secured Creditors in the First Applicant Company. The notices were issued upon the Unsecured Creditors of the First Applicant Company.

6. Learned Counsel for Petitioner Companies states that in pursuance of the directions contained in the Order delivered on 16.02.2021 by this Tribunal in CA(CAA)/1163/MB/2020, the meetings of the Equity Shareholders and Creditors of Second Applicant Company were dispensed with since the First Applicant Company is wholly owned subsidiary of the Second Applicant Company.
7. Learned Counsel for Petitioner Companies states that in pursuance of the directions contained in the Order delivered on 16.02.2021 by this Tribunal in CA(CAA)/1163/MB/2020, the Transferor Company served notices upon all the Regulatory Authorities, namely, (i) the concerned Income Tax Authorities, (ii) the Central Government through the office of Regional Director, Ministry of Corporate Affairs, Western region, Mumbai, (iii) the Registrar of Companies, Mumbai and (iv) Goods and Services tax Department v) Official Liquidator as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
8. This bench hereby directs the Applicant Company/Transferee Company to issue notices to the 55 Unsecured Creditors having value more than Rs.1,00,000/- to the tune of Rs.46,50,24,321 and the Security Depositors by Registered Post-AD/Speed Post and E-mail (whose Email-Ids are available with the Applicant company) and that the Unsecured Creditors may submit their objections, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company. Such objections (if any received) shall be dealt with at the time of the hearing of the scheme petition and file proof of service within 15 days from the date of this order.

9. The Petitioner Companies shall issue fresh notices through Registered-Post AD/Speed Post and hand-delivery indicating the date of final hearing upon (i) concerned Income Tax Authorities, (ii) the Central Government through the office of Regional Director, Western region, Mumbai, (iii) the Registrar of Companies, Mumbai and (iv) the concerned GST Authorities, informing the date fixed for hearing. v) Official Liquidator as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. informing the date fixed for final hearing. Also, such notice should be published on the website of the Petitioner companies, if any.
10. At least 10 (ten) days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz. "Business Standard", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
11. The petitioner Companies shall host notices along with the copy of the Scheme on their respective websites, if any.
12. The Petitioner Companies shall file a compliance Affidavit regarding the issue of advertisement of the notice of the hearing of the Company Petition stating that the same has been duly complied with the Registry in regard to the directions of this Tribunal, 3 (three) days before the date fixed for final hearing.

Sd/-
Kishore Vemulapalli
Member (Judicial)

Sd/-
Rajesh Sharma
Member (Technical)