

**IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI
PRINCIPAL BENCH
COMPANY PETITION NO. (CAA) - 65 (PB)/2020**

In the matter of:

*Sections 230-232 and other applicable provisions of the Companies Act, 2013
read with the Companies, (Compromises, Arrangements and Amalgamations)
Rules, 2016*

AND

IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT

BETWEEN

BHARTI AIRTEL LIMITED

... Transferor Company 1 / Petitioner Company 1

AND

BHARTI AIRTEL SERVICES LIMITED

... Transferor Company 2 / Petitioner Company 2

AND

HUGHES COMMUNICATIONS INDIA PRIVATE LIMITED

... Transferee Company 1 / Petitioner Company 3

AND

HCIL COMTEL PRIVATE LIMITED

... Transferee Company 2 / Petitioner Company 4

THEIR RESPECTIVE CREDITORS AND SHAREHOLDERS

Order Pronounced on: 23.09.2020

CORAM:

**SH. B. S. V. PRAKASH KUMAR
HON'BLE ACTG. PRESIDENT
SH. HEMANT KUMAR SARANGI
HON'BLE MEMBER (TECHNICAL)**

For the Petitioners: Mr. Sanjeev Puri, Sr. Adv. with Mr. Varun
Lamba, Adv.,
Mr. Kunal Mehra, Adv., Mr. Bharat Apte, Adv.

ORDER

PER- HEMANT KUMAR SARANGI, MEMBER (TECHNICAL)

1. This is a Second Motion Petition jointly filed by the Petitioner Companies which has come up before us for admission and for fixing a date of hearing of the Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to the date of hearing of the Petition and calling for the objections, if any, to the Composite Scheme of Amalgamation (hereinafter for brevity referred to as the "**Scheme**") as contemplated between the Petitioner Companies.
2. It is seen from the records that the First Motion Application seeking directions for convening / dispensing with the requirement of convening the meetings of Shareholders and Creditors of the Petitioner Companies was filed before this

Tribunal vide Company Application No. CA(CAA)-186(PB)/2019. This Tribunal passed an order dated 11.05.2020 thereby dispensing meeting of the secured creditors of the Petitioner Company 1. Since there are no preference shareholders or secured creditors of Petitioner Companies 2, 3 and 4 as of the cut-off date, hence requirement of convening meeting did not arise. The directions issued by this Tribunal vide order dated 11.05.2020 thereunder have been complied with respect to the following meetings of the Petitioner Companies which were duly convened and to which effect the Chairperson appointed by this Tribunal has also filed reports as detailed hereunder:-

Meetings of	Chairperson / Alternate Chairperson / Scrutinizer appointed by this Tribunal	Chairperson's Reports filed on
<u>Petitioner Company</u> <u>1</u> Equity Shareholders, Preference Shareholders and	Mr. P. Nagesh, Advocate (Chairperson). Mr. Saurabh Kalia, Advocate (Alternate Chairperson).	August 6, 2020.



Unsecured Creditors. <u>Petitioner</u> <u>Companies 2, 3 and</u> <u>4</u> Equity Shareholders and Unsecured Creditors.	Mr. Naveen Shree Pandey, Company Secretary (Scrutinizer).	
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3. As a consequence, this Second Motion Petition has been filed under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Act**") read with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**"), and considering the facts and records it is hereby ordered as follows:

4. Therefore, in the present Second Motion Petition filed under Sections 230 to 232 of the Act read with Rule 16 of the Rules, the prayer for fixing a date of hearing as well as for other consequential directions is allowed with the following directions: -



- (i) The date of hearing of the Petition is fixed for **29.10.2020**, for the consideration of the approval of the Composite Scheme of Amalgamation as contemplated between the Petitioner Companies;
- (ii) Notice of the hearing shall be advertised in the newspapers namely, "Financial Express" (English, Delhi NCR edition) and "Jansatta" (Hindi, Delhi NCR edition) with the option of publication in its electronic version considering the present circumstances due to the CoVID-19 pandemic and the consequent restrictions/lockdowns imposed by the Central and State Government, not less than 10 days before the next date fixed for hearing;
- (iii) In addition to the public notice, each of the Petitioner Companies shall serve the notice of the Petition on the following authorities, as applicable: (i) **Regional Director**, Northern Region at B-2 Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan (earlier known as Paryawaran Bhawan), C.G.O. Complex, New Delhi – 110003; (ii) **Registrar of Companies**, N.C.T. of Delhi & Haryana at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019; (iii) **Income Tax Department** through its nodal office at Lawyers' Chamber, Block 1, Room Nos. 428 & 429 Delhi



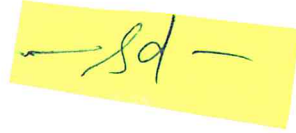
High Court, New Delhi and the jurisdictional assessment office of the Petitioner Companies; (iv) **SEBI** at SEBI Bhavan BKC, Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra; (v) **NSE** at Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai – 400051, Maharashtra; (vi) **BSE** at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra; (vii) **Department of Telecommunications**, Ministry of Communications at Room No. 210, 20, Sanchar Bhawan, New Delhi – 110001; and (viii) **Reserve Bank of India** at CGM and Secretary, Secretary's Department, 16th Floor, Central Office Building, Shahid Bhagat Singh Marg, Mumbai – 400001, Maharashtra; (ix) **Competition Commission of India** at 9th Floor, Office Block I, Kidwai Nagar (East), New Delhi 110023, through email or through registered post or speed post or courier services, as reasonably available during the present circumstances due to the CoVID-19 pandemic and the consequent restrictions/ lockdowns imposed by the Central and State Governments, at least 30 days before the date fixed for hearing of the above Petition. The said authorities are directed to send their representations, if any, within 30 days from the date of receipt of such notice;

- (iv) Further, notices shall also be served to the Objector(s) or to their representatives, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith, through email or through registered post or speed post or courier services, as reasonably available during the present circumstances due to the CoVID-19 pandemic and the consequent restrictions/ lockdowns imposed by the Central and State Governments, at least 15 days before the date fixed for hearing;
- (v) The Petitioner Companies shall at least 7 days before the date of hearing of the Petition file an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above as well as on the Objectors, if any;
- (vi) Objections, if any, to the Scheme contemplated by the authorities on whom notices have been served, may file their objections on or before the date fixed for hearing, failing which it will be considered that there is no objection on the part of the authorities to the approval of the Scheme by this Tribunal and subject to other



conditions being satisfied as may be applicable under the Act and relevant rules framed thereunder.

Let a copy of the order be served to the parties.



(B. S. V. PRAKASH KUMAR)
ACTG. PRESIDENT



(HEMANT KUMAR SARANGI)
MEMBER (TECHNICAL)