

**IN THE NATIONAL COMPANY LAW TRIBUNAL: CHANDIGARH**  
***(through Hybrid Mode)***  
**COURT-I**

Item No. 105

**CP(CAA) No. 5/Chd/Hry /2024**  
**(2<sup>nd</sup> Motion)**

**IN THE MATTER OF:**

GMR Airports Limited ...Transferor Company

With

GMR Airports Infrastructure Limited ...Transferee Company

**Under Section:** 230-232, CA 2013

**Order delivered on 10.05.2024**

**CORAM:**

**SH. UMESH KUMAR SHUKLA**  
**HON'BLE MEMBER (T)**

**SH. HARNAM SINGH THAKUR**  
**HON'BLE MEMBER (J)**

**PRESENT:**

For the Petitioner : Ms. Munisha Gandhi, Senior Advocate  
Ms. Eshna Kumar, Advocate  
Ms. Salina Chalana, Advocate  
Mr. Vaibhav Sharma, Advocate

For the OL : Mr. Edward Augustine George, Advocate

For the RD-ROC : Mr. Vineet Khatri, Company Prosecutor

For the Income Tax : Mr. Yogesh Putney, Senior Standing Counsel

**ORDER**

Compliance affidavits have been filed by learned counsel for the petitioner companies vide Diary Nos. 03987/4, 03987/5 and 03987/6 all dated 02.05.2024, Report of Official Liquidator has been filed vide Diary No. 03987/3 dated 16.04.2024 and replies have been filed to the report filed Official Liquidator vide Diary No. 03987/9 dated 08.05.2024, to the report filed by Income Tax Department vide Diary No.

03987/10 dated 09.05.2024 and to the report filed by Regional Director vide Diary No. 03987/12 dated 09.05.2024. The same are taken on record.

It is stated by learned counsel for the Official Liquidator that after considering the reply, they found it satisfactory and has no objection to the Scheme. Similarly, it is stated by learned Company Prosecutor for the RD that after seeking instructions from the Head Quarters, the reply filed by the Petitioner companies to the report of RD is found satisfactory and has no objection to the scheme.

The object clause of Memorandum of Association of Transferor Company 1 includes the business of operation of airports and airport services, but the counsel for the petitioner companies submitted that they are not in the above said businesses. They are directed to file an affidavit in that regard.

The object clause of Memorandum of Association of Transferor Company 2 includes the business of operation of roads, highway projects, bus and truck terminals, inland water ways and inland ports etc.; developing and operating of special economic zone, special promotion parks, software technology parks, bio-technology parks and other industrial parks; operation of rail system, mass road transit system, Inland Container Depot and Central Freight Station; and operation of providing telecommunication services etc. It was submitted by the learned counsel for the petitioner companies that they are not in the above said businesses. They are directed to file an affidavit in that regard;

The object clause of Memorandum of Association of Transferee Company includes the business of developing and operation of road, highway projects, inland waterways and inland ports; construction and development of housing projects; developing and operating of Special Economic Zones, Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and

other industrial parks etc.; operation of rail system, mass rapid transit system, Inland Container Depot and Central Freight Station; operation of Airport and airport services; and providing telecommunication services etc.. It was submitted by the learned counsel for the petitioner companies that they are not in the above said businesses. They are directed to file an affidavit in that regard.

Learned counsel for the petitioner companies are also directed to file an affidavit that there is no change in the Scheme filed before the NCLT except the approval of BSE and NSE.

List the matter on 13.05.2024 in supplementary list.

-sd-  
**(UMESH KUMAR SHUKLA)**  
**MEMBER (T)**

-sd-  
**(HARNAM SINGH THAKUR)**  
**MEMBER (J)**

SM