

**NATIONAL COMPANY LAW TRIBUNAL**

**COURT ROOM NO. 1,**

**MUMBAI BENCH**

**Item No. 28**

**CP/242(MB)2022**

CORAM:

**SH. PRABHAT KUMAR**

**JUSTICE V.G. BISHT (Retd.)**

**HON'BLE MEMBER (TECHNICAL)**

**HON'BLE MEMBER (JUDICIAL)**

ORDER SHEET OF THE HEARING ON **20.02.2024**

NAME OF THE PARTIES:

**MR. SUDHAKAR SURVE**

**V/s**

**MR. NIKHIL RAO**

Section 271-273 of the Companies Act, 2013

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**ORDER**

Adv. Pooja Singh for the Petitioners is present through VC. Adv. Darry

Pereira for the Respondent is present through VC.

1. This is application filed under Section 271 & 272 of the Companies Act seeking following reliefs – 274 (1) to file statement of affairs to the Company, to serve the petition to the registrar in terms of Section 271 (5) for 60 days
  - a. The Petitioners pray that the Company Transendo Shipping and Logistics Private Limited, registered under the Companies Act, 2013 shall be wound up by this Hon'ble Tribunal.
  - b. The Liquidator shall be appointed by the Court and the statement of affairs shall be provided to the liquidator.
  - c. That this Hon'ble Tribunal may pass any such orders and/or directions and further reliefs as deemed fit and proper.
  - d. Any interim relief shall be provided.
  - e. And any other relief which this Hon'ble Tribunal may deem fit.

2. The Petitioners & the Respondents are the Directors of Transendo Shipping and Logistics Private Limited (hereinafter referred to as "the company"), having office at 105, Vyapar Bhavan, 49, P.D Mello Road, Masjid Bunder East, Mumbai 400 009. The company was incorporated on 24th May, 2017. The Petitioners & Respondents are responsible for the management and operation of the company.
3. The Respondent Directors i.e. 1 and 2 have filed reply stating that the Respondent Company is not a party to the petition hence the Petitioner is not maintainable. However, Section 274 provides for direction to the Company file its objection along with a statement of its affairs in case the petition of winding up is filed before this Tribunal by any person other than the Company. Accordingly, we are the considered view that present petition is maintainable de hors the Respondent Company being made a party to it.
4. Further, the Respondent invited the attention to letter dated 26.08.2022 written by the Respondent to the Board of Directors of which the Petitioner is one of the members to call for a meeting for voluntary winding up in terms of section 59(3) of the IBC Code, 2016. However, nothing seems to have happened because there is a dispute between the parties. The Petitioner was directed to convene the meeting of shareholders and place the resolution in terms of Section 59 of the IBC Code for the consideration of both the factions and if passed file an appropriate application, failing which this proceeding shall be proceeded with.
5. We observe that no notice has so far as issued to the Company M/s Transendo Shipping and Logistics Private Limited. Accordingly, in compliance of Section 274(1) of the Companies Act, we consider it appropriate to direct the Company to file its objections along with statement of affairs made upto 31<sup>st</sup> of December, 2023 within 30 days. We also direct the Petitioners to file undertaking that they shall contribute a sum of Rs.3,00,000/- (3 lacks) towards meeting the winding up cost in case the Company is admitted to the winding up.
6. The Applicant is directed to serve the copy of the Petition to the Registrar of Companies who shall submit their views to this Tribunal within 60 days of the receipt of this petition. The Applicant shall file affidavit of service of compliance in this relation.
7. List this matter on Board on **01.07.2024**.

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**PRABHAT KUMAR**  
**MEMBER (TECHNICAL)**  
Rehan Shaikh

-sd-

**JUSTICE V.G. BISHT**  
**MEMBER (JUDICIAL)**