

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD

ITEM No.3

C.P.(CAA)28/(AHM)2026
in C.A.(CAA)/17(AHM)2026

Proceedings under Section 230-232 of the Co. Act, 2013

IN THE MATTER OF:

Triumph Offshore Private Limited
Swan Defence and Heavy Industries Limited

.....Applicants

Order delivered on: 11/06/2026

CORAM:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

PRESENT:

For the Applicant : Mr. Ravi Pahwa, Adv.

ORDER
(Hybrid Mode)

1. This is a Company Petition filed by the Petitioner Companies for admission and for fixing a date of hearing of the main 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 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 "SCHEME") contemplated between the Petitioner Companies.
2. The present proceedings have been instituted on 02.06.2026 under Sections 230-232 of the Companies Act, 2013, seeking approval of the Scheme of Amalgamation.
3. Heard the Ld. Counsel of the Petitioner Companies.
4. The First Motion Petition order was passed on 13.04.2026 in CA(CAA)/17(AHM)2026. In terms thereof:
 - a) Dispensed with the meeting of the equity shareholders of the Transferor Company.
 - b) Directed for convening and holding the meeting of the equity shareholders of the Transferee Company.
 - c) Dispensed with the meetings of the secured creditors and unsecured creditors of the applicant companies.

5. The report dated 25.05.2026 of the Chairman approving the scheme has been placed on record
6. Section 230 (5) of the Companies Act, 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 provides for the issuance of Notice on such Petitions.
7. Section 230 (5) and the relevant part of Rule 8 and Rule 18 read as follows:-

“230. Power of compromise or make arrangements with creditors and members

*(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them **shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.***

Rule 8

8. Notice to statutory authorities.— (1) For the purposes of sub section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to.-

(i) the Central Government, the Registrar of Companies, the Income tax authorities, in all cases;

(ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable;

(iii) other sectoral regulators or authorities, as required by Tribunal.

(2) The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or

creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.

(3) If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.”

Rule 16

16. Date and notice of hearing.—

(1) The Tribunal shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same newspaper in which the notice of the meeting was advertised, or in such other newspaper as the Tribunal may direct, not less than ten days before the date fixed for the hearing.

(2) The notice of the hearing of the petition shall also be served by the Tribunal to the objectors or to their representatives under sub-section (4) of section 230 of the Act and to the Central Government and other authorities who have made a representation under rule 8 and have desired to be heard in their representation”.

8. In view of the above, issue notice to the authorities specified in Section 230(5) of the Companies Act 2013, read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016 for submitting their representation, if any. Notice to be served by all modes and affidavit evidencing proof of service be filed within 7 days.
9. In addition to the service of notice as above: -
10. Petitioner(s) are also directed to take steps for service of notice in Form **CAA3** to the relevant email addresses:-
 - (a) Notice to the Central Government, through the Ministry of Corporate Affairs to the Jurisdictional Regional Director(s), Ministry of Corporate Affairs, through email: rd.northwest@mca.gov.in

- (b) Notice to the RoC, Ahmedabad, to be sent through email: roc.ahmedabad@mca.gov.in
- (c) Notice to the Official Liquidator, to be sent through email: ol-ahmedabad-mca@nic.in
- (c) Notice to the concerned Income Tax Authorities through email and copy to the Principal Chief Commissioner of Income Tax Office at Ahmedabad through e-mail: ahmedabad.pccit@incometax.gov.in
- (d) Notice to the SEBI, NSE and BSE (qua Transferee Company) through e-mail.
- (e) Notice to the concerned Statutory Regulators / Sectorial Regulators, if applicable, be served.
11. Notice is also directed to be published in two prominent and widely circulating daily newspapers one in English and one in vernacular namely “**Business Standard**” in English (National edition) and “**Jansatta**” in Vernacular, (Gujarat edition), in terms of Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and an affidavit evidencing proof of publication be filed.
12. All the authorities on receipt of the notice are directed to file their representation, if any, within 30 days from the date of receipt of the notice. In case no representation is received, it will be presumed that they have no objection to the proposal.
13. Re-list on 17.07.2026

Sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)