

NATIONAL COMPANY LAW APPELLATE TRIBUNAL
NEW DELHI

Contempt Case (AT) No.34-36 of 2020 in
Company Appeal (AT) No.236, 237 & 298 of 2019

IN THE MATTER OF:

Triveni Turbines Ltd.

...Applicant

Versus

John Leonard Flannery & 11 Ors.

...Respondents

For Applicant: **Shri Sudipto Sarkar, Sr. Advocate with Shri Mahesh Agarwal, Shri Rishi Agarwal and Shri Himanshu Satija, Advocates**

For Respondents: **Shri Arun Kathpalia, Sr. Advocate with Shri V.P. Singh, Shri Aditya Vikram Bhat, Shri Abhijnan Jha, Shri Devashish Marwah, Shri Amogh, Shri Shivam and Ms. Vanya Chhabra, Advocates**

ORDER
(Virtual Mode)

06.01.2021 Heard Counsel for the Applicant who has moved this Contempt Case. The Applicant has filed this Contempt Case claiming that the Orders passed by this Tribunal dated 27th August, 2019 as recorded in paragraphs – 6 and 8 have been violated and there is contempt.

2. The Applicant as Petitioner filed Application under Sections 241 – 242 of the Companies Act, 2013 alleging prejudicial actions and oppression on the part of Respondents. The matter had come up before National Company Law Tribunal (NCLT – in short), Bengaluru Bench which passed the Interim Orders on 12th June, 2019. However, subsequently on Application moved by the Respondents, the learned NCLT vide Order dated 23rd August, 2019 in I.A.

Nos.341 and 342 of 2019 in the Company Petition No.102 of 2019 passed

Interim Orders as under:-

“16. In the result, both IA. Nos. 341 and 342 of 2019 in C.P No.102 of 2019 are disposed of by vacating the interim orders passed on 12.06.2019 with immediate effect, with reference to Para (C) of the order viz. “An order to ad-interim injunction is granted restraining Respondent No.5 from altering, in any manner whatsoever, the shareholding composition of Respondent No.4 or causing the same to be altered in any manner and to direct the Respondent No.2 to 5 to give access to the Petitioner Company/GETL immediate access to all of the Company’s data including electronics data and emails of employees of the Company which are saved on/available on the servers of Respondent No.5 and/or its group Companies”.”

These Orders were challenged in Company Appeal (AT) Nos.236 and 237 of 2019 before this Appellate Tribunal and had come up on 27th August, 2019. After hearing the parties, this Tribunal had passed the Orders dated 27th August, 2019 in which there were certain directions given in paragraphs – 6 and 8.

3. The Order concerned is at Annexure – 1 (Page 21 @ Page 24).

Paragraphs – 6 to 8 of the Order read as under:-

“6. Having heard learned Counsel for the Appellant and Contesting Respondent Nos.4 & 5 and taking into consideration the aforesaid fact, we allow 4th and 5th Respondents to transfer the title of all the shares to any party without affecting the business of Appellant- ‘Triveni Turbine Limited’ and the 1st Respondent Company- ‘GE Triveni Limited’ and should not affect all the five agreements entered into between parties as referred to in their undertaking before the Tribunal and recorded above.

7. In so far as providing data is concerned, the necessary data for running the business of 1st Respondent Company- ‘GE Triveni Limited’, if required

to be provided pursuant to the aforesaid five agreements, be provided by concerned Respondents to the 1st Respondent Company- 'GE Triveni Limited', if available. All transactions of shares if made shall be subject to the decision of these appeal.

8. The obligation of 4th (Baker Hughes LLC, A GE Company) and 5th Respondent ('General Electric Company') as existing on 12th June, 2019, shall also continue till the next date.

Post both the appeals 'for admission (after notice)' on 25th September, 2019 on the top of the list."

4. The learned Counsel submits that these Orders were continued during pendency of the Company Appeal (AT) No.236 of 2019 and when the Appeal was disposed vide Order dated 17th February, 2020, this Tribunal had in the context of above interim Order observed as under in para – 42. Para – 42 of the said Judgement of this Tribunal reads as under:-

"42. The aforesaid interim order having already passed, we find no further order is required to be passed and the impugned order dated 23rd August, 2019 passed by the Tribunal stands substituted by the interim order already passed by this Appellate Tribunal, as recorded above. The said interim order shall continue till the pendency of the petition under Sections 241-242 of the Companies Act, 2013."

5. Learned Counsel for the Applicant submits that the matter is still pending for final disposal before the learned National Company Law Tribunal (NCLT – in short), Bengaluru in C.P. No.102 of 2019.

6. Taking into consideration the fact that the Interim Orders passed by NCLT were substituted by the Interim Orders of this Tribunal which were passed on 27th August, 2019 by Judgement dated 17th February, 2020, the Order concerned of NCLT has been substituted by the Interim Orders as were

passed by this Tribunal. The matter is now squarely before the learned NCLT. If the Applicant has any grievance, the Applicant can move the learned NCLT for any relief (including seeking action of contempt), as may be admissible in law.

7. For above reasons, we do not entertain the Contempt Case. We have not entered into the merits of the allegations which have been made. The present Contempt Case is disposed with liberty to the Applicant to move the learned NCLT for relief as may be admissible in law.

8. Learned Senior Counsel – Shri Arun Kathpalia appearing for some of the Respondents submits that the matter before NCLT is at the stage of Section 45 of the Arbitration and Conciliation Act. It would be desirable that the learned NCLT take decision in the dispute between the parties as early as possible.

9. With these observations, we decline to entertain the contempt case. The Contempt Case is disposed of.

[Justice A.I.S. Cheema]
Member (Judicial)

[Dr. Alok Srivastava]
Member (Technical)

rs/md