

**BEFORE THE NATIONAL GREEN TRIBUNAL, NEW DELHI****ORIGINAL APPLICATION NO. 164/2025**

In the matter of:

Hariyali Welfare Society

...Applicant

versus

M/s Flipkart Logistics Private Limited & Ors.

...Respondents

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THROUGH:

**J. SAGAR ASSOCIATES**  
**ADVOCATES AND SOLICITORS**  
COUNSEL FOR OPPOSITE PARTY  
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DATE: FEBRUARY 03, 2026

PLACE: DELHI

**NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,  
BENGALURU BENCH, BENGALURU, HELD ON 11.09.2020

**THROUGH VIDEO CONFERENCING**

**CAUSE LIST**

PRESENT: 1. Hon'ble Member (J), Shri Rajeswara Rao Vittanala  
2. Hon'ble Member (T), Shri Ashutosh Chandra

CP/CA No.	Purpose	Sec	Name of Petitioner	Petitioner Advocate	Name of Respondent	Respondent Advocate
CP(CAA)No. 07/BB/2018	For pronouncement of order	Sec 230-232 of CA 2013	M/s Flipkart Logistics Pvt Ltd	Perikal K Arjun		Smt Prema Hatti ROC, Ganesh R Ghale for IT

ADVOCATE FOR PETITIONER/s:

Ms. Perikal .k. Arjun.

ADVOCATE FOR RESPONDENT/s:

**ORDER**

CP (CAA) No. 07/BB/2018 is disposed of by separate order.

  
MEMBER (T)

  
MEMBER (J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

CP (CAA) No.07/BB/2018  
Under Sections 230 to 232 of Companies Act, 2013  
R/w Companies (CAA) Rules, 2016

**In the matter of :**

1. Flipkart Logistics Private Limited,  
Brigade Manae Court, First Floor,  
No.111, Industrial Layout, Koramangala,  
Bengaluru – 560 095 --- Petitioner No.1/Transferor  
Company

2. Adiquity Technologies Private Limited,  
Brigade Manae Court, First Floor,  
No.111, Industrial Layout, Koramangala,  
Bengaluru – 560 095 --- Petitioner No.2 /Transferor  
Company

**And**

Instakart Services Private Limited,  
Brigade Manae Court, First Floor,  
No.111, Industrial Layout, Koramangala,  
Bengaluru – 560 095 ---Petitioner No.3/Transferee Company

**Order delivered on: 11<sup>th</sup>September, 2020**

**Coram:** 1. Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)  
2. Hon'ble Shri Ashutosh Chandra, Member (Technical)

**Parties/Counsels Present:**

For the Petitioner(s) : Shri Arjun Perikal

**ORDER**

**Per:** Rajeswara Rao Vittanala, Member (J)

1. C.P (CAA) No.07/BB/2018 is filed by the Petitioner Companies ('Transferor and Transferee Companies') under Sections 230 to 232 of the Companies Act, 2013, R/w Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 by inter alia seeking

to sanction the Scheme of Amalgamation of M/s. Flipkart Logistics Private Limited, (Transferor Company No.1), M/s. DSYN Technologies Pvt Limited (Transferor Company No.2), M/s. Adiquity Technologies Private Limited (Transferor Company No.3) with M/s Instakart Service Private Limited (Transferee Company).

2. After hearing the case, this Bench vide order dated 16.01.2019 dispose of the petition by granting liberty to the Petitioner to file fresh company petition for the same cause of action once the report from the Ministry of Corporate Affairs ('MCA') regarding the enquiry of the group Company of Flipkart Internet Private Limited is fructified.
3. Aggrieved by the said order dated 16.01.2019, the Petitioners have filed an Appeal being Company Appeal (AT) No. 124 of 2019 before the Hon'ble Law Appellate Tribunal ('NCLAT'). After hearing the Parties, the Hon'ble NCLAT was pleased to dispose of the appeal by an order dated 13.12.2019 by setting-aside the order of the Tribunal, has inter alia passed following orders/directions:

*"21(A) Going through the records and the considering the submissions made, we set aside the impugned order and allow the prayer of the Company Appeal. We sanction the scheme proposed as far as it relates to the Appellants with modifications that the Appellants No.1 to 3 shall be bounded by the undertakings as given vide Diary No. 13289 relevant part of which is reproduced in Para 15 supra*

*(B) We make it clear that the Appellant Nos. 1,2& 3, their promoters and Directors and Shareholders shall remain responsible for any liability, if any getting attracted against them due to the enquiry against "Flipkart Internet Private Limited".*

*(C) The Scheme as regards the Appellants will be treated as approved to the extent of the Amalgamation of the Application Nos. 1, 2 & 3. We remit the matter back to the Ld. NCLT and request to issue further formal order (s) required to be issued within a month of receipt of copy of this judgement and order.*



*The appeal is disposed of accordingly. No costs.*

4. The said order of Appellate Tribunal was filed by Counsel for the Petitioners vide Memo of Dispensation dated Nil, received by the Registry only on 03.08.2020, wherein it is interalia seeking to dispense with producing certified Copy and to take down loaded Copy passed by Hon'ble NCLAT in Company Appeal (AT) No. 124 of 2019. Subsequently, the Learned Counsel for the Petitioner sent email to the Registry requesting to list the matter on urgent basis. Accordingly, the case is listed on 4<sup>th</sup> September, 2020 for hearing.
5. Heard Shri Arjun Perikal, Learned Counsel for the Petitioner, through Video Conference. We have carefully perused the pleadings of Petitioners and the order dated 13.12.2019 passed by the Hon'ble NCLAT in C.A (AT) No.124 of 2019.
6. It is relevant to point out here that M/s DSYN Technology Private Ltd. (Transferor Company No.2) is also involved in the instant Scheme of Amalgamation, which is a Private Limited Company, incorporated under Companies Act, 1956 having Regd office at Plot No. 21B, Phase-V, DdyogVihar, Gurgaon 112016, State of Haryana. However, there is nothing mentioned in the instant Petition, about filing of similar Application/Petition in respect of action taken in respect of said DSYN Tech. before concerned Bench of NCLT (New Delhi/Chandigarh) seeking for dispensation/sanction of the instant Scheme of Amalgamation. Since the Hon'ble NCLAT has already sanctioned the Scheme in question only relates to the Appellants/Petitioners, the said M/s DSYN Technology Private Ltd, has to take necessary action before concerned Bench of this Tribunal so as to complete transaction of Scheme, if it is not already done. However, it is observed here, as per law, all Companies involved in the Scheme of Amalgamation/Merger, are to approach jurisdictional Benches of NCLT, simultaneously, seeking for dispensation/sanction of Scheme in question, as Scheme is only one involving all transferor



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and Transferee Companies. When we asked the Learned Counsel for the Petitioner, whether any application/petition is filed before the New Delhi/Chandigarh Bench in respect of DSYN Technology Private Limited, he did not furnish any information.

7. As stated supra, the Hon'ble NCLAT has already considered the issue and sanctioned the scheme in question so far relating to Appellants/Petitioners, subject to undertaking, given vide Diary No. 13239, by setting aside the impugned order passed by this Tribunal. Therefore, the instant petition is formally required to be disposed of finally in terms of the order dated 13.12.2019 passed by the Hon'ble NCLAT in Company Appeal (AT) No. 124 of 2019.
8. In the result, **CP (CAA) No. 07/BB/2018** is hereby disposed of with following directions:

- (1) The Scheme of Amalgamation(which is enclosed to the instant Company petition) amongst M/s. Flipkart Logistics Private Limited (Transferor Company No.1), M/.s Adiquity Technologies Pvt Limited (Transferor Company No.2), with M/s. Instakart Services Private Limited (Transferee Company/Petitioner Company No.3) is hereby sanctioned so as to be binding on the Petitioner Companies, their respective shareholders and Creditors and all concerned and also the undertakings given by the Petitioners by way of Affidavits are binding on the Petitioner Companies;
- (2) In order to complete the process of Sanction of the Scheme in question, it is necessary to get similar order in respect of *M/s DSYN Technology Private Ltd. (Transferor Company No.2) from respective Bench of this Tribunal;*
- (3) The Petitioner Companies Nos. 1 & 2 stands dissolved without following process of winding up/Liquidation;



- (4) The sanction of Scheme will not waive any violation or liability, if, any committed by the Companies involved before coming into force of this Scheme, and the Statutory Authorities are entitled to initiate appropriate Action in accordance with law, and they are also at liberty to approach this Tribunal by filing Miscellaneous Applications in the instant application by seeking appropriate direction(s).
- (5) The Company shall within thirty days from the date of the receipt of this Order cause a certified copy of this Order along with a copy of Scheme of Amalgamation to be delivered to the Registrar of Companies for registration in accordance with Rule 25(7) of Companies (Compromises, Arrangements And Amalgamations) Rules, 2016.
- (6) Any person(s), who is/are aggrieved by this order is/are at the liberty to apply to this Tribunal by filing miscellaneous application in instant Application itself by seeking any direction(s) that may be necessary.

**ASHUTOSH CHANDRA  
MEMBER, TECHNICAL**

**RAJESWARA RAO VITTANALA  
MEMBER, JUDICIAL**

gy

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**Cc:** [Dheeraj Nair](#); [Muskaan Gupta \(DEL\)](#); [Vishrutyi Sahni](#); [Prem Prakash Tiwari](#)  
**Subject:** [Advance Service] - Hariyali Welfare Society v. M/s Flipkart Logistics Private Limited & Ors.  
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[Annexure A to the Written Statement.pdf](#)

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To:

**Mr. Ritwick Dutta**

Counsel for the Applicant.

Sir,

We write to you as counsel for Flipkart Logistics Private Limited (now, Instakart Services Private Limited) ("**Respondent No.1**").

As and by way of advance service, please see attached Annexure A to the Written Statement filed on behalf of Respondent (Order of the NCLT Bengaluru Bench, dated September 11, 2022) in the subject proceedings.

We request you to acknowledge receipt of the same.

Regards,

**Sahir Seth**

Associate

JSA Advocates & Solicitors



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