(2022) 07 NCLT CK 0039

In the National Company Law Tribunal

Case No : CP (CA) NO. 145/ KB /2022

Satyam Roychowdhury APPELLANT

Vs

Chetana Prakasani Private Limited RESPONDENT

Date of Decision : 12-07-2022

Acts Referred:

Companies Act, 2013 — Section 96, 97, 97(1), 101
National Company Law Tribunal Rules, 2016 — Rule 74

Citation : (2022) 07 NCLT CK 0039

Hon'ble Judges : Rohit Kapoor, Member (J);Balraj Joshi, Member (T)

Bench : Division Bench

Advocate : Mohan Ram Goenka, Sneha Khaitan, Urmila Chakraborty, Tanvee

Final Decision : Disposed Of

Judgement

Balraj Joshi, Member (Technical)

1. The court convened via hybrid mode.

2. The present Company Petition has been filed by one of the member/ shareholders of the company, namely, Mr. Satyam Roychowdhury, son of Shri Rabindra Nath Roychowdhury, holding 42120 shares, representing 60% of the total shareholding (issued, subscribed and paid-up share capital) of the Respondent Company under section 97 of the Companies Act, 2013, praying for the following reliefs:

To call or direct the calling of the Annual General Meeting for the Financial year ended 31.03.2021 of the respondent Company within 60 days from the date of the order or within such period.

3. The Respondent Company, Chetana Prakasani Private Limited was incorporated on 8th June 2000 under the Companies Act 1956. There are three shareholders of the respondent Company as on 31.03.2021.

4. The last Annual General Meeting of the Respondent Company was held on 31st

December 2020 for the financial year ended on 31st March 2020.

5. The Learned Authorised Representative for the Petitioner submitted that the Petitioner approached the Respondent Company for holding the Annual General Meeting for the financial year ended 31st March 2021, the Respondent Company replied that the Financial Statements of the company could not be made ready due to the Covid-19 situation which has resulted in a delay in accumulation of data and the non-readiness of the financial statement is also due to the medical issues of the person managing and looking after the accounts of the respondent company.

6. The Learned Authorised Representative for the Petitioner also submitted that as the Respondent Company herein could not get its account audited on time therefore the Annual General Meeting could not be held within the stipulated time period for the financial year ending on 31.03.2021 as required under section 96 of the Companies Act, 2013.

7. The Learned Authorised Representative for the Petitioner further submitted that as the Respondent Company herein could not get its account audited on time therefore the Annual General Meeting could not be held within the stipulated time period for the financial year ending on 31.03.2021 as required under section 96 of the Companies Act, 2013.

8. The learned counsel for the respondent has no objection to the prayer being granted.

9. We have heard the learned Authorised Representative appearing for the Petitioner and the respondent.

10. The remedy sought by the petitioner is covered under the provision of section 97 of the Companies Act, 2013. We, hereby, give the following directions in the exercise of the powers conferred on this tribunal under section 97 of the Companies Act,2013:

(a) The Respondent Company shall call, convene and hold a physical meeting of its members on or before 8th August 2022 to approve the Annual Financial Statements for the financial year 2020-2021.

(b) Notice shall be issued to all the members in accordance with section 101 of the Companies Act, 2013.

(c) Such meeting shall be deemed to be an Annual General Meeting of the Company.

(d) Covid- 19 protocols and precautions in terms of directions issued by the Government and other public authorities shall be strictly adhered to at such meetings.

(e) The Annual general meeting could not be held due to Covid conditions as such no adverse order shall be passed against the personnel of the company.

(f) The Respondent Company is granted the liberty to approach this Tribunal in case there is any difficulty in holding the Annual General Meeting as directed aforesaid.

11. The C.P. No.145/KB/2022 shall be disposed of accordingly.

12. The Registry is directed to send copies of the Order forthwith to all the parties and their representative for information and for taking necessary steps.

13. Registry is also directed to send a copy of this Order to the Registrar of Companies, West Bengal, Kolkata.

14. Certified Copies of this order may be issued, if applied for, upon compliance with all requisite formalities.

15. File be consigned to records.

