

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH- COURT-II
Company Petition No. 90 of 2024**

**An application for section 96 and 97(1) of the Companies Act, 2013
read with Rule 74 of the National Company Law Tribunal Rules, 2016;**

In the matter of:

Jugal Maru Son of Dwarka Maru (holding 100 shares) residing at 51 Sir Hariram Goenka Street, Kolkata-700001 being shareholder of DECENT VINCOM PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 and having its Registered Office at 19, Nityadhan Mukherjee Road, Near Howrah Police Station, Howrah-711106 within the aforesaid jurisdiction
...Petitioner

-And-

In the matter of:

DECENT VINCOM PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 and having its Registered Office at 19, Nityadhan Mukherjee Road, Near Howrah Police Station, Howrah – 711106 within the aforesaid jurisdiction and having CIN U51909WB2009PTC140063.
...Respondent

Date of pronouncement of the Order: 14/05/2024

Coram:

Smt Bidisha Banerjee: Member (Judicial)

Shri D. Arvind, Hon'ble Member (Technical)

Appearances:

For the Petitioner:

1. Ms. Sneha Khaitan, PCS

For the Respondent:

1. Ms. Urvi Sanghvi, PCS

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ORDER

Per: Bidisha Banerjee (Judicial)

1. This Court convened via hybrid conferencing.
2. The present Company Petition has been filed under section 96 and 97(1) of the Companies Act, 2013 read with rule 74 of the NCLT Rules, 2016 by Jugal Maru, (holding 100 shares), representing 0.07% of the total issued, subscribed and paid-up share capital of the Respondent Company praying for the following reliefs:

- a) Direction upon the Respondent No.1 Company to convene, hold and conduct the Annual General Meeting from the financial year ended 31.03.2018 till the financial year ended 31.03.2023 under the provision of sub-section (1) of section 97 of the Companies Act,2013.*
- b) And give such ancillary or consequential directions as the learned Tribunal thinks Expedient.*

Submissions of the Petitioner:

1. The Petitioner submits that the Respondent No. 1 i.e. DECENT VINCOM PRIVATE LIMITED is a Company incorporated on **9th December, 2009** under the Companies Act 1956 having its Registered Office at **19, Nityadhan Mukherjee Road, Near Howrah Police Station, Howrah-711106.**
2. Ld. Authorised Representative for the petitioner submits that the last Annual General Meeting of the Respondent Company was held on

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26th September 2017 for the financial year ended on **31st March 2017 as per master data.**

3. The Petitioner submits that he approached the Company for holding of Annual General Meeting for the financial year ended **31.03.2018** till the financial year ended **31.03.2023**.
4. The Petitioner states that the respondent company has not held its Annual General Meeting for the Financial Year ended 31.03.2018 till the financial year 31.03.2023 due to the reason that the respondent company was struck off under section 248(5) of the Companies Act, 2013 and was later revived under section 252 (3) of the Companies Act, 2013 vide Order dated 08.11.2023 passed by the Hon'ble Tribunal, Kolkata bench in C.P. No. 70/KB/2023 directing the Registrar of companies, West Bengal to restore the original status of the respondent company.
5. The Petitioner being the shareholder has the right to receive his amount of contribution to the Company as a member. The rights of the Shareholders to receive their contribution of money could only be established when the Company is well functioning and fully compliant. The Respondent Company is "ACTIVE" company as reflects from its Master Data of the Respondent.
6. Ld. Authorised Representative for the Respondent submits that the financials of the Company for the Financial Year ended 31.03.2023 are now ready and they have no objection to hold AGM for the Financial Years from **31st March, 2018 to 31st March, 2023**.

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7. We have heard Authorized Representative appearing for the Petitioner and the Authorized Representative appearing for the Respondent, who submit that the accounts have now been got prepared and audited and as such the AGM can now be held.
8. Accordingly, we hereby, give the following directions in the exercise of the powers conferred on this tribunal under section 96 and 97(1) of the Companies Act, 2013 read with Rule 11 and Rule 74 of the National Company Law Tribunal Rules, 2016:
- (a) The Respondent company shall hold a General Meeting within 45 days from the date of this order, to finalise and approve the annual returns and financial statements for the Financial Years from **31st March, 2018 to 31st March, 2023** in accordance with the procedure prescribed in the provisions of Companies Act, 2013 and Rules made therein. This meeting shall be considered as an Annual General Meeting for the purposes of the Companies Act 2013.
- (b) The Respondent Company is directed to give 21 days' clear notice in advance, either in writing or through electronic mode in the manner prescribed every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, the auditors of the Company and every director of the Company in accordance with section 101 of the Companies Act, 2013, informing therein the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

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- (c) Necessary health protocol and Govt. Advisory, if any, shall be scrupulously followed.
- (d) The Respondent Company is being granted the liberty to approach this Tribunal in case there is any difficulty in holding the Annual General Meeting as directed aforesaid.
9. The **C.P. No. 90/KB/2024** shall stand **disposed of** accordingly.
10. The Registry is directed to send copies of the Order forthwith to all the parties and their Counsel/Authorised Representative for information and for taking necessary steps.
11. Registry is also directed to send a copy of this Order to the **Registrar of Companies, West Bengal.**
12. Certified Copies of this order may be issued, if applied for, upon compliance of all requisite formalities.
13. File be consigned to records.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed this, on the 14th day of May, 2024