

**NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA**

CP/108(KB)2024

**CORAM 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE  
2. HON'BLE MEMBER(T), SHRI D. ARVIND**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 15<sup>TH</sup> MAY 2024**

IN THE MATTER OF	<b>TARUN CHATURVEDI VS EDCL INFRASTRUCTURE LIMITED</b>
UNDER SECTION	<b>SEC. 97(1) APPLICATION UNDER ANY OTHER PROVISIONS</b>

**Appearance (via video conferencing/physically)**

Ms. Sneha Khaitan, CS ] For the Petitioner

Ms. Tanvee, CS ] For the Respondent

**ORDER**

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 Tarun Chaturvedi, (holding 9,01,400 shares), representing 99.94% 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 for 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. EDCL INFRASTRUCTURE LIMITED is a company incorporated on 15th March, 2004 under the Companies

Act 1956 having its Registered Office at Block DD- 30, Sector -1, Saltlake City, 7th Floor, Bidhan Nagar, North 24 Parganas, Saltlake, West Bengal, India,700064.

2. Ld. Authorised Representative for the petitioner submits that the last Annual General Meeting of the Respondent Company was held on 30th September 2022 for the financial year ended on 31st March 2022 as per master data.
3. The Petitioner submits that he approached the Company for holding of Annual General Meeting for the financial year ended 31.03.2023.
4. The Petitioner states that the respondent company has not held its Annual General Meeting for the Financial Year ended 31.03.2023 due to the reason that the Director / Promoter of the company was overall engaged in numerous legal proceedings in the other Company in which he is a promoter / director and as a promoter of the company, the Director is obligated to actively participate in all pertinent legal matters which necessitates frequent travel throughout India.
5. 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 ended 31st March, 2023.
6. 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.
7. 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 **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.
- (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.

8.

<b>Company Petition No. 108 of 2024</b>	
<b>Section</b>	Sec. 96 and 97(1) of the Companies Act 2013 r/w Rule 74 of the NCLT Rules, 2016
Petitioner	<b>TARUN CHATURVEDI</b> (holding 9,01,400 shares) – 99.94% Pg -169 & 173
Respondent	<b>EDCL INFRASTRUCTURE LIMITED</b>
Date of incorporation	15/03/2004 ( <b>Pg. 181</b> )
Authorised Share Capital	Rs. 1,00,00,000 ( <b>Pg. 181</b> )
Paid Up Share Capital	Rs. 90,20,000 ( <b>Pg. 181</b> )
Date of last AGM	30/09/2022 for FY 31/03/2022

Prayer	Extension for holding AGM for the Financial year ended 31.03.2023
Reason (Pg. 18)	The Director / Promoter of the company was overall engaged in numerous legal proceedings in the other Company in which he is a promoter / director and such legal matter necessitates frequent travel throughout India.
Service to ROC	09.05.2024
Service to Co. / Respondent	09.05.2024
Affidavit of Service	Filed on 14.05.2024

9. The **C.P. No. 108/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.

**D. Arvind**  
**Member (Technical)**

**Bidisha Banerjee**  
**Member (Judicial)**