

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH (Court-I)  
KOLKATA**

**C.P. No. 131/KB/2024**

*A petition under section 97(1) of the Companies Act, 2013 read with Rule 11 and  
Rule 74 of the National Company Law Tribunal Rules, 2016;*

-And-

In the matter of:

**Mr. Ajitesh Banerjee** S/o- Barun Banerjee, being a member/shareholder of  
Gomeselina Garments Private Limited (holding 220 equity shares) residing at Flat  
No: A-14, Uttara Co-Op Hsg. Society, 13 Broad Street, Kolkata-700019

*...Petitioner*

Versus

In the matter of:

**M/s. Gomeselina Garments Private Limited**, a company incorporated under the  
Companies Act, 1956, having CIN: U17122WB2012PTC182385, and having its  
registered office at 2<sup>nd</sup> Floor Kasba Industrial Estate, Phase - II, Plot - 83, Kolkata-  
700107

*...Respondent*

**Date of pronouncement: 03.07.2024**

**Coram:**

**Smt. Bidisha Banerjee: Member (Judicial)**  
**Shri Balraj Joshi : Member (Technical)**

**Appearances (physical):**

For the Petitioner: Mr. Abhishek Kumar Pandey, ACS

For the Respondent: Mr. Arun Kumar Jaiswal, ACS

**ORDER**

**Per: Balraj Joshi : Member (Technical)**

1. The Court convened via Hybrid conferencing.
2. The present Company Petition has been filed by **Mr. Ajitesh Banerjee** who is a member of Gomeselina Garments Private Limited by virtue of being a shareholder of the Company holding 220 shares being 22% of the total issued, subscribed and paid-up shareholding, under section 97 of the Companies Act, 2013, praying for the following reliefs:
3. Direction upon the Respondent Company to convene, hold and conduct the annual General Meeting for the year ended 2021-22 and 2022- 2023 under the proviso of sub-section (1) of section 97 of the companies act, 2013.
4. And give such ancillary or consequential directions as the learned Tribunal thinks Expedient.

**Submissions of the Petitioner:**

5. The Petitioner submits that the Respondent Company i.e **Gomeselina Garments Private Limited** is a Company incorporated on 05<sup>th</sup> June 2012 under the provisions of the Companies Act, 1956 having its registered office at 2<sup>nd</sup> Floor Kasba Industrial Estate, Phase - II, Plot - 83, Kolkata-700107.
6. The last Annual General Meeting of the Respondent Company was held on 30<sup>th</sup> November, 2021 for the financial year ended on 31<sup>st</sup> March 2021.
7. The Petitioner submits that he approached the Company for holding of Annual General Meeting for the Financial Year ending on 31.03.2022 & 31.03.2023. In respect thereof the Respondent Company informed the Petitioner that the Accounts of the Company could not get audited on time.
8. The Petitioner states that since the Respondent Company could not get its accounts audited on time, the Annual General Meeting could not be held within stipulated time period for the Financial Year ending on 31.03.2022 and 31.03.2023 as required under section 96 of the Companies Act, 2013.
9. 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.

10. We have heard Authorized Representative appearing for the Petitioner and the Authorized Representative appearing for the Respondents, who submit that the accounts have now been got prepared and audited and as such the AGM can now be held. We are not convinced with the submissions made on behalf of the respondent company, who by not holding the AGM as required under Section 96 of the Companies Act 2013, has made itself liable for penalty specified under Section 99.

11. Accordingly, we hereby, give the following directions in the exercise of the powers conferred on this tribunal under section 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 finalize and approve the annual returns and financial papers for the FY 2021-22 & 2022-2023 in accordance with the procedure prescribed in the provisions of Companies Act 2013 and Rules made therein, subject to payment of a fine of **Rs. 50,000/- (Rupees Fifty thousand)** to be deposited with the RoC, West Bengal. 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.

12. The **C.P. No. 131/KB/2024** shall stand disposed of accordingly.

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

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

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

16. File be consigned to records.

**Balraj Joshi**  
**Member (Technical)**

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

Order Signed on the 3<sup>rd</sup> Day of July, 2024

*mb*