

**NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA**

CP/34(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 22<sup>ND</sup> MARCH 2024, 10:30 A.M**

IN THE MATTER OF	<b>RISHI RAJ LOHIA BEING SHAREHOLDER OF BASANTIPUR TEA CO PRIVATE LIMITED VS BASANTIPUR TEA CO PVT LTD</b>
UNDER SECTION	<b>SEC. 97(1)</b>

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

Mr. Arun Kumar Mishra, Adv. ] For the Petitioner  
Ms. Meenakshi Manot, Adv. ]

**ORDER**

1. Learned Counsel for the Petitioner present.
2. The present Company Petition under section 97(1) of the Companies Act, 2013, has been filed by a member/ shareholder Rishi Raj Lohia son of Ravindra Kumar Lohia holding 161910 Equity Shares of Rs.10/- , seeking the Tribunal's orders for calling the Annual General Meeting of the Respondent Company for the Financial Year ending on 31<sup>st</sup> March, 2023.
3. The Respondent Company, Basantipur Tea Co Private Limited was incorporated on 10<sup>th</sup> August, 1964 under the Companies Act, 1956. The last Annual General Meeting of the Respondent Company was held on 30th September, 2022 for the financial year ended on 31 March 2022.
4. The Petitioner states that the petitioner being the shareholders and Director states that the Respondent Company the Company has failed to conduct Annual General Meeting for the Financial Year 31.03.2023 within the due time period as Tea Estate of Respondent Company situated at Assam, was using a software since more than 15 years on the DOS operating system which had long become outdated technology. Respondent Company started implementation of new cloud-based software being more advanced and in line with our requirement of real time data amongst others.

Hence for the same, Respondent Company took extra time transferring into the new software whilst making sure each and every heads and sub- heads of accounts was transferred correctly and without any change in figures whatsoever. Given the nature of such a massive task which requires utter precision and perfectly authentic data transfer, it took us more time than expected. Due to the aforesaid reasons the accounts cannot be finalised in time and accounts were audited much after due date. Now the audited balance sheet for the financial year 31.03.2023 is available with the company for conducting the annual general meetings.

5. The Petitioner prays to this Bench to allow and direct to convene the Annual General Meeting for the above-mentioned financial year of the Respondent Company under Section 96 and 97(1) of the Companies Act, 2013 read with Rule 74 of the National Company Law Tribunal Rules, 2016.
6. The Respondent Company has filed reply and they have no objection for calling and convening of Annual General Meeting.
7. We have heard the learned Authorised Representative appearing for Respondents. Section 97 of the Companies Act 2013 empowers this Tribunal to direct holding of Annual General meeting of a company. The Ld. Counsel for the respondent does not have any objection to the application being allowed.
8. 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:
  - i. The Respondent namely Basantipur Tea Co Private Limited, shall hold Annual General Meeting within 45 days from the date of this order, to finalise and approve the annual returns and financial papers 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.
  - ii. 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 shall contain a statement of the business to be transacted at such meeting.

9. The C.P. No. 34/KB/2023 shall be disposed of accordingly.
10. 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.
11. Registry is also directed to send a copy of this Order to the Registrar of Companies, West Bengal, Kolkata.
12. Certified Copies of this order may be issued, if applied for, upon compliance with all requisite formalities.
13. File be consigned to records.

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

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