

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH (COURT-II)**

**C.P. No. 52/KB/2024**

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

***In the matter of:***

**Kanchan Investment Private Limited, (CIN:U65929TR1978PTC001739):** a company incorporated under the Companies Act, 1956, having registered office at Hafania Agartala, Agartala ONGC, West Tripura, Sadar, Tripura, Shillong-799014.

**...Applicant**

*Versus*

1. **Happy Homes & Resort Private Limited, (CIN: U55101WB1994PTC063804)** a company incorporated under the Companies Act, 1956, having, and having its registered office at 11 Crooked lane P S Hare Street, Kolkata, West Bengal- 700069.

2. **Registrar of Companies, West Bengal, Ministry of Corporate Affairs** having its registered office at Nizam Palace, 2<sup>nd</sup> MSO Building, 234/4 Acharya Jagdish Chandra Bose Road, Kolkata, West Bengal -700020.

**...Respondents**

**Order pronounced on: 18/04/2024**

**Coram:**

**Smt. Bidisha Banerjee: Hon'ble Member (Judicial)  
Shri. D. Arvind: Hon'ble Member (Technical)**

**Appearances (through hybrid conferencing):**

*For the petitioner:* Ms. Sneha Khaitan, CS

*For the Respondent No. 1:* Ms. Urvi Sanghvi, CS

**ORDER**

***Per: D. Arvind, Member (Technical)***

1. This Court convened *via* hybrid conferencing.
2. The present Company Petition has been filed by **Kanchan Investment Private Limited** represented by **Sri Vineet Singhania**, is a member of **Happy Homes & Resort Private Limited** by virtue of being a Shareholder of the Company holding 1,50,000 equity shares being 11.05 % of the total issued, subscribed and paid-up shareholding, under section 97 of the Companies Act, 1956, praying for the following reliefs:
  - a. *Direction upon the Respondent No.1 Company to convene, hold and conduct the annual General Meeting for the year ended 31.03.2020, 31.03.2021, 31.03.2022, 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:**

3. The Petitioner submits that the Respondent No. 1 *i.e.* **Happy Homes & Resort Private Limited** is a Company incorporated on 04/07/1994 under the provisions of the Companies Act, 1956 having its registered office at 11 Crooked Lane P S Hare Street , Kolkata, West Bengal -700069.
4. The last Annual General Meeting of the Respondent Company was held on **30.09.2019** for the Financial Year ended on **30.03.2019**.
5. The Petitioner submits that he approached the Company for holding of Annual General Meeting for the Financial Year ending on **31.03.2020, 31.03.2021, 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.

6. 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 **31.03.2020, 31.03.2021, 31.03.2022, 31.03.2023** as required under section 96 of the Companies Act, 2013.
7. 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 Respondent No 2.
8. 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.
9. 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 finalise and approve the annual returns and financial papers for the **31.03.2020, 31.03.2021, 31.03.2022, 31.03.2023** 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.

10. The **C.P. No. 52/KB/2024** shall stand **disposed of** accordingly.

11. The Registry is directed to send e-mail copies of the order forthwith to all the parties and their Authorized Representative for information and for taking necessary steps.

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

13. Certified Copy of this order may be issued, if applied for, upon compliance of all requisite formalities

14. File be consigned to the records.

**D. Arvind**  
Member [Technical]

**Bidisha Banerjee**  
Member [Judicial]

**Signed on this, the 18<sup>th</sup> day of April, 2024.**

NKS [LRA]