

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

**C.P.104(KB)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:

Vinita Haralalka, residing at 'Haralalka Niket', opposite Gandhi Nagar,  
Kanke Road, P.O. Ranchi University, Ranchi- 834008, Jharkhand and  
also at Pushpa Apartments, Flat- 3A, 63A, Bright Street, Kolkata-  
700019, in the State of West Bengal, within the aforesaid jurisdiction,  
having PAN No. AASPH2068R;

... .. Petitioner

Versus

1. Halmark Properties & Traders Limited, a company incorporated  
under the provisions of the Companies Act, 1956, having its  
registered office at 7, P.K. Tagore Street, Kolkata- 700006, in the  
State of West Bengal, incorporate on 12.04.1983, CIN:  
U70101WB1983PLC036161, PAN: AAACH8266N, within the  
aforesaid jurisdiction.

... .. Respondent No.1

2. The Registrar of Companies, West Bengal, Ministry of Corporate  
Affairs (Eastern Region), Nizam Palace, 2<sup>nd</sup> MSO Building, 234/4,  
Acharya Jagadish Chandra Bose Road, Kolkata- 700020.

... .. Respondent No.2

Date of pronouncement: 9<sup>th</sup> July, 2024

**CORAM:**

**SMT. BIDISHA BANERJEE, HON'BLE MEMBER (JUDICIAL)**

**SHRI D. ARVIND, HON'BLE MEMBER (TECHNICAL)**

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

Mr. Ravi Asopa, Adv. ] For the Petitioner

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Mr. S.M. Gupta, CA

] For the Respondent No.1

**ORDER**

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

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 Vinita Haralalka, holding 95,000 equity shares of Rs.10/- each, representing 39% of the total paid-up share capital of the Respondent Company praying for the following reliefs:
  - a) *Direction be given upon the Respondent Company to call, convene and hold a physical meeting of its Members within 60 days from the date of the order to approve the audited financial statements for the Financial Year 2019-2020, 2020-2021, 2021-2022 and 2022-2023;*
  - b) *Notice to be issued to all the Members in accordance with Section 101 of the Companies Act, 2013;*
  - c) *Meeting in terms of prayer (a) above shall be deemed to be an Annual General Meeting of the Company for the Financial Year ended as on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.*
  - d) *The default in not conducting the AGM within the stipulated time be conducted and the Company and its Officers shall not be put to any adverse consequences in this regard;*
  - e) *Such further order be made and/or directions be given as this Hon'ble Court may deem fit and proper;*

**Submissions of the Petitioner:**

- i. The Petitioner submits that the Respondent No. 1 i.e. Halmark Properties & Traders Limited incorporated on 12<sup>th</sup> April, 2024 under the Companies Act 1956 having its

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Registered Office 7, P.K. Tagore Street, Kolkata- 700006, having CIN: U70101WB1983PLC036161.

- ii.** Learned Counsel for the Petitioner submits that the last Annual General Meeting of the Respondent Company was held 27<sup>th</sup> June, 2019 for the Financial Year ended on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023 as per master data.
- iii.** The Petitioner submits that he approached the Company for holding of Annual General Meeting for the Financial Year ended on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.
- iv.** The Petitioner approached the Respondent Company for holding the Annual General Meeting for the financial years ended 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023, the Respondent Company replied that after the death of Mr. Sanjay Harlalka there was no employee in the Company nor any business activities were carried on by the Company. There were also no resources within the Company to undertake compliance work. Since the present directors were under belief that the name of the Company has been removed in 2019 the annual accounts were not audited nor was any Annual General Meeting called after 2019.
- v.** The Petitioner states that as the Respondent Company herein could not get its account audited on time therefore the Annual General Meeting could not be held within stipulated time period for the financial years ending on ended on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023
- vi.** Learned Authorised Representative for the Respondent submits that the financials of the Company for the Financial

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Year ended on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023 are now ready and they have no objection to hold AGM for the Financial Years ended on 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.

- vii.** We have heard the learned Authorized Representative appearing for Respondent. The Ld. Authorized Representative for the respondent does not have any objection to the application being allowed.
- viii.** 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 statements for the Financial Years ended 31<sup>st</sup> March, 2020, 31<sup>st</sup> March, 2021, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> 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

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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.

3. The **C.P.104(KB)2024** shall stand **disposed of** accordingly.
4. 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.
5. Registry is also directed to send a copy of this Order to the **Registrar of Companies, West Bengal.**
6. Certified Copies of this order may be issued, if applied for, upon compliance of all requisite formalities.
7. File be consigned to records.

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

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

**This Order signed on this, the 9<sup>th</sup> day of July, 2024.**

Sayon (Steno)