

**IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH (Court-II)
KOLKATA
Company Petition No. 232 of 2023**

In the matter of:

An application for section 97(1) of the Companies Act, 2013 read with Rule 74 of the National Company Law Tribunal Rules, 2016;

-And-

In the matter of:

RAJESH BAJORIA, aged 43 years, son of Mahabir Prasad Bajoria (holding 10,800) shares residing at BF-7, Saltlake City, CC Block, Bidhannagar, North 24 Paraganas, Kolkata - 700064, West Bengal, being shareholder/member of VISHAL SCAN PVT. LTD.

...Petitioner

AND

In the matter of:

VISHAL SCAN PVT. LTD., a company incorporated under the Companies Act, 1956 and having its Registered Office at 105, M. G. Road, Kolkata - 700007, within the aforesaid jurisdiction and having CIN: U30009WB1995PTC071546..

...Respondent

Date of Hearing: 29.08.2023

Date of pronouncement of the Order: 13/09/2023

Coram:

Smt Bidisha Banerjee: Member (Judicial)

Shri Balraj Joshi: Member (Technical)

Appearances:

For the Petitioner:

1. Mr. Mohan Ram Goenka, PCS
2. Ms. Sneha Khaitan, PCS
3. Ms. Urvi Sanghvi, PCS

For the Respondent:

Adv. Urmila Chakraborty
Ms. Tanvee, PCS

ORDER

Per: Bidisha Banerjee, Member (Judicial)

1. The court convened physical mode.
2. The present Company Petition has been filed by member/ shareholder Mr. RAJESH BAJORIA son of Mahabir Prasad Bajoria (holding 10,800 shares), representing 25.86% of the total issued, subscribed and paid- up share capital of the Respondent Company.
3. The Respondent Company, VISHAL SCAN PVT. LTD was incorporated on 16th May 1995, under the Companies Act 1956. There are Seven shareholders in the respondent Company as on 31 March 2020.
4. The last Annual General Meeting of the Respondent Company was held on 30th December, 2020 for the financial year ended on 31 March 2020.
5. The Petitioner found that the Annual General Meeting for the financial year ended 31stMarch 2021 and 31stMarch 2022, was not held due to certain unprecedented conditions faced by the Directors of the Respondent Company due to bereavement in the family by three deadly waves of COVID 19 which badly affected the families of the Respondent Company with significant health deterioration of the Directors coupled with death of mother of the Directors and 12 year old son of one of the Director of the Respondent company which had the greatest effect upon the family of the Respondent Company as the families are affected by various psychological crises which have exposed them to a deep sense of loss, trauma and emotional shock and it took a long time to overcome this prolonged grief.
6. The Petitioner also states that apart from such circumstances as mentioned above, there was change of Auditor in the Respondent Company due to which the accounts could not be audited on time therefore the Annual General Meeting could not be held

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RAJESH BAJORIA VS VISHAL SCAN PVT. LTD

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within stipulated time period for the financial year ending on 31.03.2021 and 31.03.2022 as required under section 96 of the Companies Act, 2013.

7. We have heard the learned Authorised Representative appearing for the Petitioner.
8. We, hereby, give the following directions in the exercise of the powers conferred on this Tribunal under section 97 of the Companies Act,2013:
 - (a) A general meeting of the company be convened and held within 45 days from the date of this order to transact the ordinary business of approval and adoption of the Audited Financial Statements for the financial years from 2020-2021 and 2021-2022. This meeting shall be deemed to be an AGM of the Company. The meeting shall be held by following various statutory protocols and advisories scrupulously.
 - (b) The quorum shall consist of at least one shareholder.
 - (c) Notice shall be issued to all the shareholders in accordance with section 101 of the Companies Act, 2013.
 - (d) Necessary filings with the RoC shall be made as per the stipulated time lines.
9. The **C.P. No.232/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 of all requisite formalities.
13. File be consigned to records.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Order signed on this, the 13th day of September,2023.

PJ