

In the National Company Law Tribunal, Jaipur

CP No. 43/241-242/JPR/2018

UNDER SECTION 241-242 of COMPANIES ACT, 2013

In the matter of:

Dr. Sheelu Bhandari (Jain)

..... Applicant/Petitioners

VS.

M/s Jaipur Nuclear & Imaging Centre Pvt. Ltd.

.....Respondent

Order delivered on 04.10.2018

Coram: Shri R. Varadharajan, Member (Judicial)

For Petitioner (s) : Pradeep Kumar Chaudhary, Adv.
Waseem Ahmed Qureshi, Adv.
For Respondent(s) : Prakul Khurana, Adv.
Samay Maheshwari, Adv.

ORDER

1. CP No. 43/241-242/JPR/2018 and CP No. 58/241-242/JPR/2018 are cross Company Petitions filed by the Directors-cum-shareholders of the first-respondent Company against each other. While CP No. 43/241-242/JPR/2018 has been filed by a shareholder holding twenty-five per cent of the share capital of the first-respondent company as well as she being a Director of the Company against the other three Directors as well as remaining shareholders of the Company. CP No. 58/241-242/JPR/2018 has been filed by the remaining three

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directors-cum-shareholders holding the remaining 75% of the share capital of the first-respondent Company.

2. All the shareholders-cum-directors of the Company it is seen from the pleadings are Doctors by profession and the first-respondent company it is represented is having a diagnostic centre wherein Positron Emission Tomography-Computed Tomography (PET-CT) Scan Machine as well as Gamma Camera for conducting SPECT test has been installed with a view to diagnosis/image/scan serious and life-threatening diseases including cancer. It is also seen based on the representation of the counsels for the parties that in the state of Rajasthan there are only three such like scan centres including that of the first-respondent Company catering to the general public and in view of the dispute which have arisen amongst the shareholders of the company the operations of the company had virtually come to a standstill. It is also pointed out that since the imaging equipments as described above falls under the category of nuclear medicine facility, authorization for running the machines/equipments have been obtained from Atomic Energy Regulatory Board, Mumbai (hereinafter referred as Regulatory Board) vide its permission dated 03.08.2018 and valid till 03.08.2023 and that even though licence have been obtained in the name of the first-respondent Company, for the purpose of licensee, the petitioner in CP No. 43/241-242/JPR/2018 has been identified and named and has also been fixed with the responsibility of complying with the standards as prescribed by the Regulatory Board.

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3. While so, learned counsel for the petitioner in CP No. 43/241-242/JPR/2018 represents that a Board meeting had been convened on 21.09.2018 for which notice was sought to be issued only on 20.09.2018 with the agenda as given in the notice and that the said notice was received only a day prior to the Board Meeting and objections were raised in relation to the same. It is specifically pointed out by learned counsel for the petitioner in CP No. 43/241-242/JPR/2018 that a total of 2500 equity shares of the fourth-respondent in this petition (i.e.) CP No. 43/241-242/JPR/2018 is sought to be transferred to one of the other shareholders of the Company and that a Bank Account, in addition to already existing Bank Account, is sought to be opened with ICICI Bank Limited and because of these actions certain interim protection becomes necessary.

4. On the other hand, learned counsel for the petitioners in CP No. 58/241-242/JPR/2018 being the respondent in CP No. 43/241-242/JPR/2018 contended that the operation of the scan/diagnostic/equipment has virtually come to a standstill because of the non-cooperation of the petitioner and because of inter se disputes between the Directors of the Board. Learned counsel for the respondent in CP No. 43/241-242/JPR/2018, however, makes a statement that the respondents in CP No. 43/241-242/JPR/2018 no resolution as apprehended by petitioner in CP No. 43/241-242/JPR/2018 had been passed intending to transfer the shares as contemplated in the agenda circulated for the Board Meeting of the first-respondent Company held on 21.09.2018 as well as in relation to opening of Bank Accounts in addition to the existing one and that the same may also be

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recorded. However, it is represented by learned counsel for the petitioner in CP No. 58/241-242/JPR/2018 that the petitioners should be allowed to operate the equipments and in this regard password should be made available by the petitioner in CP No. 43/241-242/JPR/2018 to enable the operations of the equipment by the manager appointed for the specific purpose.

5. Learned counsel for the petitioner in CP No. 43/241-242/JPR/2018, however, on the other hand vehemently objects to the same and it is stated by learned counsel for the petitioner that in view of the access to the office where the equipment is located is being prevented by the respondents in CP No. 43/241-242/JPR/2018 being the petitioners in CP No. 58/241-242/JPR/2018 parting with the password would lead to siphoning off funds as well as expose her to action in use of any misuse, being named as the license by the Regulatory Board.

6. Taking into consideration, the public interest as both the parties agreed that the diagnostic tool which is available with the first-respondent Company is not readily available and is required, being unique equipment for detection of life-threatening diseases and also taking into consideration the interest of the first-respondent Company and its shareholders as non-operations of the equipment will lead to a severe downturn in the state of the equipment as well as operations and thereby revenues to the Company as well as shareholders of the Company who are before this Tribunal, upon a suggestion of this Tribunal as to whether the parties were willing to have an Interim Administrator appointed till the disposal of the petition by this Tribunal in order to see that the operations of the diagnostic

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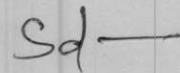
tool goes on unhindered and based on the assurance of the petitioner in CP No. 43/241-242/JPR/2018 that all cooperation will be extended to the said Interim Administrator if appointed subject to the condition that she be allowed to access the premises where the equipment is located as she being named as the person responsible to oversee the regulatory compliances for handling the equipments and required to be adhere to, as already stated in Paragraph supra of this order by the Regulatory Board, The parties before this Tribunal have unanimously accepted to the appointment of an Interim Administrator. The parties were also of the view that since the equipments requires specialised handling, in order to oversee the operation of the equipment one Dr. C.K. Vyas, Senior Professor, SMS Medical College, having Mobile No. 9214020448 be appointed as an Interim Administrator. In view of the above Dr. C.K. Vyas, Senior Professor, SMS Medical College, having Mobile No. 9214020448 is appointed as the Interim Administrator to oversee the operations of the diagnostic equipments under license from the Regulatory Board.

7. The respondents in CP No. 43/241-242/JPR/2018 will provide unhindered access to the petitioner in CP No. 43/241-242/JPR/2018 to the premises where the specialized equipment/diagnostic tool are located in order to assist the Interim Administrator. The Interim Administrator shall take full control of the equipments of the first-respondent Company located at Plot No. B-71, Basement and Ground Floor, Lal Kothi Scheme, Sahkar Marg, Jaipur, Rajasthan forthwith and oversee the operations of these equipments as well as in relation to the

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collection of amounts and deposit it in the Bank Account of the first-respondent Company on a daily basis. Since the Interim Administrator has been appointed by consent of the parties including Nuclear Healthcare Limited being the fourth-respondent Company impleaded in CP No. 58/241-242/JPR/2018 being the supplier of said equipments, the parties will negotiate the fees in relation to the Interim Administrator and the payment of the fees shall be made in this regard on a weekly basis from the account of the first-respondent Company. In view of the statement of learned counsel for the respondent in CP No. 43/241-242/JPR/2018 which has been recorded in relation to the transfer of shares and opening of additional Bank accounts, let the respondent in CP No. 43/241-242/JPR/2018 duly adhere to the same.

8. Reply by respective respondents in relation to the above two CP's shall be filed within a period of three weeks from today. Parties to make available the reply as is being filed before this Tribunal in advance and the respective parties/petitioners in the CP's to file their rejoinder, if any, within a period of two weeks thereafter. Post the matter on 16.11.2018 for further consideration.



(R. Varadharajan)
Member (Judicial)