

**THE NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH, CHANDIGARH  
(through web-based video conferencing platform)**

**CA No. 455/2020 & 13/2021  
In  
CP No. 144/Chd/Hry/2019**

**Under Section 424(3) of the Companies  
Act, 2013 read with Rule 32 read with  
Rule 11 & 56 of the National Company  
Law Tribunal Rules, 2016**

**In the matter of:-**

Associated Broadcasting  
Company Pvt. Ltd. ...Petitioner

Vs.

TV9 Media Maharashtra  
Private Limited & others ...Respondents

**And in the matter of CA No. 455/2020:-**

Associated Broadcasting  
Company Private Limited ...Petitioner

Vs.

TV9 Media Maharashtra  
Private Limited & others ...Respondents

**And in the matter of CA No. 13/2021:-**

Mr. M.K.V.N. Murthy & another ...Applicants/Respondent Nos.2&3

Vs.

Associated Broadcasting  
Company Private Limited & others ...Respondents

**Order delivered on 09.07.2021**

**Coram: HON'BLE MR. AJAY KUMAR VATSAVAYI, MEMBER (JUDICIAL)  
HON'BLE MR. RAGHU NAYYAR, MEMBER (TECHNICAL)**

**Present through Video Conferencing:-**

For the petitioner in CA No. 455/2020 and for respondent No. 1 in CA No. 13/2021 : 1). Mr. Abhishek Sharma, Advocate  
2). Mr. Manish Garg, Advocate  
3). Ms. Ashly Cherian, Advocate

For the respondent Nos. 2 & 3 in CA No. 455/2020 and for applicants No. 1 & 2 in CA No. 13/2021 : 1). Mr. Teja Verma, Advocate

**Per: Ajay Kumar Vatsavayi, Member (Judicial)**

**ORDER**

**CA Nos. 455/2020 & 13/2021**

1. The applicant in CA No. 455/2020 filed CP No. 144/Chd/Hry/2019 under Section 97 of the Companies Act, 2013 seeking a direction to TV9 Media Maharashtra Private Limited, respondent No. 1 and to Mr. M.K.V.N. Murthy and Mr. V. Ravi Prakash, respondent Nos. 2 & 3 in CP No. 144/Chd/Hry/2019 being directors of respondent No. 1 company in the CP, for convening of Annual General Meeting (**AGM**) and for other consequential reliefs.
2. After hearing both the sides, this Tribunal by its order dated 19.03.2020 allowed the CP No. 144/Chd/Hry/2019 as under:-

“8. Section 96 of the Companies Act, 2013 reads as under:-

*96. Annual general meeting.— (1) Every company other than a One Person Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of a company and that of the next:*

*Provided that in case of the first annual general meeting, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year:*

*Provided further that if a company holds its first annual general meeting as aforesaid, it shall not be necessary for the company to hold any annual general meeting in the year of its incorporation:*

*Provided also that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months.*

*(2) Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situate:*

*Provided that annual general meeting of an unlisted company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance:*

*Provided further that the Central Government may exempt any company from the provisions of this subsection subject to such conditions as it may impose.*

*Explanation.— For the purposes of this sub-section, “National Holiday” means and includes a day declared as National Holiday by the Central Government.”*

9. In the event of default in holding the Annual General Meeting of a company under Section 96, this Tribunal is empowered under Section 97 of the Companies Act, 2013, for issuance of a direction for calling of an Annual General Meeting. Section 97 of the Companies Act, 2013, reads as under:-

*97. Power of Tribunal to call annual general meeting.—*

*(1) If any default is made in holding the annual general meeting of a company under section 96, the Tribunal may, notwithstanding anything contained in this Act or*

*the articles of the company, on the application of any member of the company, call, or direct the calling of, an annual general meeting of the company and give such ancillary or consequential directions as the Tribunal thinks expedient: Provided that such directions may include a direction that one member of the company present in person or by proxy shall be deemed to constitute a meeting.*

*(2) A general meeting held in pursuance of sub-section (1) shall, subject to any directions of the Tribunal, be deemed to be an annual general meeting of the company under this Act.*

*10. Respondent Nos.2 and 3, who are the Directors of respondent No.1- company have not denied the mandatory obligation of respondent No.1- company to hold the Annual General Meeting within the prescribed period.*

*11. In the circumstances and in view of the mandatory requirement under the provisions of the Companies Act, 2013 and in view of the paramount interest of the company, as also the submissions made on behalf of both sides, we consider that this is a fit case of exercising the powers conferred under Section 97 of the Companies Act, 2013. Accordingly, the CP is allowed as under:-*

*i) We hereby direct Respondent Nos.1 to 3 to convene, hold and conduct the Annual General Meeting within 30 days from today on any working day during business hours i.e. 9 AM to 6 PM, at the registered office of the respondent No.1-company at Gurugram, after duly certifying strict compliances of the procedures as contemplated under the Articles of Association of the company and the Companies Act, 2013.*

*ii) One member of the company present in person or by proxy shall be deemed to constitute the quorum for convening the Annual General Meeting.*

*iii) The Members/Directors are directed to maintain peace and harmony at the time of Annual General Meeting so that the business of the company shall be conducted properly.*

*iv) In view of the apprehension expressed by respondent Nos.2 and 3, the Regional Director, Northern Region, Ministry of Corporate Affairs, Paryavaran Bhawan, CGO Complex, New Delhi, is directed either to present himself or depute any officer of his office not below the rank of Assistant Director to supervise the Annual General Meeting. The date, time and place of the meeting should be communicated to the Regional Director, New Delhi, so that under his*

*supervision, the Annual General Meeting can be convened.*

*v) The concerned Station House Officer, shall facilitate the conducting of the Annual General Meeting of the respondent No.1-company, either by being present himself or by deputing any officer of his Police Station, not below the rank of Assistant Sub-Inspector of Police, to maintain peace and harmony at the time of Annual General Meeting. The date, time and place of the meeting should be communicated to the concerned Station House Officer.*

3. Alleging non-execution of the aforesaid order by the respondents, the petitioner in CP No. 144/Chd/Hry/2019 filed the CA No. 455 of 2020 under Section 424(3) of the Companies Act, 2013 read with Rule 56 of the NCLT Rules, 2016 is seeking execution of the order/judgment dated 19.03.2020.

4. The respondent Nos. 2 & 3 in the CP, on receipt of notices in CA No. 455 of 2020 instead of filing a counter thereto, filed CA No. 13 of 2021 in CP No. 144/Chd/Hry/2019 seeking stay of the proceedings in CA No. 455 of 2020 in CP No. 144/Chd/Hry/2019 till such time as this Hon'ble Tribunal may deem fit and proper.

5. Heard Mr. Abhishek Sharma, the learned counsel appearing for the applicant in CA No. 455 of 2020 who is the respondent No. 1 in CA No. 13 of 2021 and Mr. Teja Verma, the learned counsel appearing for the applicants in CA No. 13 of 2021, who are the respondent Nos. 2 & 3 in CA No. 455 of 2020 and perused the pleadings on record. The parties are referred, hereinafter, as they were, in the main CP as well as in CA No. 455 of 2020.

6. As observed above, in Para 10 of the order dated 19.03.2020 in CP No. 144/Chd/Hry/2019, the respondents No. 2 & 3 in the CP i.e. Mr. M.K.V.N. Murthy and Mr. V. Ravi Prakash, who are the Directors of the company have not denied the mandatory obligation of respondent No. 1 company to hold the Annual

General Meeting of the company within the prescribed time and as observed in the said judgment they contended that Mr. A Srinivasa Rao, who is the authorized representative of the petitioner-Associated Broadcasting Company Private Limited and his associates are not allowing them to enter into the registered office of the respondent No.1 company and that there is a physical threat to them from the said Mr. A Srinivasa Rao and others. In view of the said allegations and since the respondent Nos. 2 and 3 have not denied their mandatory obligation to hold the AGM of the respondent No. 1 company within the prescribed period, this Tribunal without going into the allegations and counter allegations of the parties, passed orders as referred above, directing the respondent Nos. 1 to 3 to convene, hold and conduct the AGM within 30 days from the date of the order i.e. from 19.03.2020. In view of the apprehensions raised by the respondent Nos. 2 and 3 to conduct the meeting, as per rules and in a peaceful manner it was directed that the representatives of the Regional Director, Ministry of Corporate Affairs and the Police Personnel be present at the time of conducting the AGM.

7. The respondent Nos. 2 and 3, admittedly, have not executed/complied with the order dated 19.03.2020 in CP No. 144/Chd/Hry/2019 of this Tribunal, till date. The respondent Nos. 2 and 3 through their CA No. 13 of 2021 submit that they are aggrieved with the order dated 19.03.2020 in CP No. 144/Chd/Hry/2019 of this Tribunal however, they could not file an appeal under Section 421 of the Companies Act, 2013 against the said order of this Tribunal before the Hon'ble NCLAT since they have received the order dated 19.03.2020 of this Tribunal only on 02.04.2020 i.e. after the Nationwide Lockdown due to the spread of Pandemic Covid-19 was imposed. They further submit and admit that they have not filed any appeal against the order dated 19.03.2020 even till the

date of filing of CA No. 13 of 2021 i.e. till 11.02.2021 as by virtue of the orders of the Hon'ble Supreme Court in ***Suo Motu Writ Petition (Civil) No(s).3/2020 dated 23.03.2020***, the period of limitation for filing the appeal under Section 421 of the Companies Act, 2013 against the order dated 19.03.2020 stands extended and they are still within the limitation period for filing an appeal. Accordingly, they submit that till the expiry of the period of limitation for filing an appeal against an order, no petition/application is maintainable for execution/compliance of the said order and that nobody can be committed for any contempt of court for non-compliance/non-implementation/non-execution of the said order. Accordingly, they prayed for dismissal of CA No. 455 of 2020.

8. It is not in dispute that the whole world came to a halt due to the Pandemic Novel Covid-19 from the beginning of the year 2020 and that the world including India is still struggling to withstand from the onslaught of different waves of Covid-19. It is not out of place to mention that the Government of India has issued orders of unlock 1.0 on 30.05.2020 and thereafter, completely lifted all restrictions of all types in the country such as for movement from one place to another place and for conducting meetings, gatherings, functions, etc., in different phases and from different dates and in that process all the courts in the country including the Hon'ble Supreme Court of India, Hon'ble NCLAT and various Benches of NCLT and all other courts have started functioning through virtual mode. Initially, though only urgent matters were taken up but subsequently, all the courts have started accepting both urgent and ordinary matters/applications/petitions/appeals, etc. Again, this year starting from April 2021 to till date in various parts of our country, Lockdowns with different dimensions were imposed due to the second wave of Covid-19. Recently only,

various States have relaxed the Lockdown restrictions and things are coming to normal slowly. In spite of all this, after the introduction of Unlock 1.0 on 30.05.2020, all the courts including NCLT and Hon'ble NCLAT started functioning through virtual mode, as observed above and the courts are entertaining the petitions/applications/appeals and passing appropriate orders. This includes granting of stay or any appropriate order if an appeal or petition is filed. The respondent Nos. 2 & 3 having been able to file CA No. 13 of 2021 before this Tribunal on 11.02.2021 and contest CA No. 455/2020 cannot justify non-filing of appeal, if aggrieved with the order dated 19.03.2020 in CP No. 144/Chd/Hry/2019 of this Tribunal. Therefore, the submission that they are not under any statutory obligation to implement the orders of this Tribunal till the expiry of the period of limitation to file appeal, is unacceptable and unsustainable.

9. It is true that the Hon'ble Supreme Court in Suo Moto Writ Petition (Civil) No(s). 3/2020 dated 23.03.2020 ordered that "a period of limitation in all such proceedings, irrespective of the limitation prescribed under the general law or Special Laws whether condonable or not shall stand extended w.e.f. 15th March 2020 till further order/s to be passed". The Hon'ble Supreme Court again vide order dated 27.04.2021 in Misc. Application No. 665/2021 in SMW(C) No. 3/2020 passed the following order:-

*"This Court took suo motu cognizance of the situation arising out of the challenge faced by the country on account of COVID-19 Virus and resultant difficulties that could be faced by the litigants across the country. Consequently, it was directed vide order dated 23rd March, 2020 that the period of limitation in filing petitions/ applications/ suits/ appeals/ all other proceedings, irrespective of the period of limitation prescribed under the general or special laws, shall stand extended with effect from 15th March, 2020 till further orders.*

*Thereafter on 8th March, 2021 it was noticed that the country is returning to normalcy and since all the Courts and Tribunals have started functioning either physically or by virtual mode, extension of*

*limitation was regulated and brought to an end. The suo motu proceedings were, thus, disposed of issuing the following directions:*

*“1. In computing the period of limitation for any suit, appeal, application or proceeding, the period from 15.03.2020 till 14.03.2021 shall stand excluded. Consequently, the balance period of limitation remaining as on 15.03.2020, if any, shall become available with effect from 15.03.2021.*

*2. In cases where the limitation would have expired during the period between 15.03.2020 till 14.03.2021, notwithstanding the actual balance period of limitation remaining, all persons shall have a limitation period of 90 days from 15.03.2021. In the event the actual balance period of limitation remaining, with effect from 15.03.2021, is greater than 90 days, that longer period shall apply.*

*3. The period from 15.03.2020 till 14.03.2021 shall also stand excluded in computing the periods prescribed under Sections 23 (4) and 29A of the Arbitration and Conciliation Act, 1996, Section 12A of the Commercial Courts Act, 2015 and provisos (b) and (c) of Section 138 of the Negotiable Instruments Act, 1881 and any other laws, which prescribe period(s) of limitation for instituting proceedings, outer limits (within which the court or tribunal can condone delay) and termination of proceedings.*

*4. The Government of India shall amend the guidelines for containment zones, to state.*

*“Regulated movement will be allowed for medical emergencies, provision of essential goods and services, and other necessary functions, such as, time bound applications, including for legal purposes, and educational and job-related requirements.”*

*Supreme Court Advocate on Record Association (SCAORA) has now through this Interlocutory Application highlighted the daily surge in COVID cases in Delhi and how difficult it has become for the Advocates-on-Record and the litigants to institute cases in Supreme Court and other courts in Delhi. Consequently, restoration of the order dated 23rd March, 2020 has been prayed for.*

*We have heard Mr. Shivaji M. Jadhav, President SCAORA in support of the prayer made in this application. Learned Attorney General and Learned Solicitor General have also given their valuable suggestions.*

*We also take judicial notice of the fact that the steep rise in COVID-19 Virus cases is not limited to Delhi alone but it has engulfed the entire nation. The extraordinary situation caused by the sudden and second outburst of COVID-19 Virus, thus, requires extraordinary measures to minimize the hardship of litigant–public in all the states. We, therefore, restore the order dated 23rd March, 2020 and in continuation of the order dated 8th March, 2021 direct that the period(s) of limitation, as prescribed under any general or*

*special laws in respect of all judicial or quasi-judicial proceedings, whether condonable or not, shall stand extended till further orders.*

*It is further clarified that the period from 14th March, 2021 till further orders shall also stand excluded in computing the periods prescribed under Sections 23 (4) and 29A of the Arbitration and Conciliation Act, 1996, Section 12A of the Commercial Courts Act, 2015 and provisos (b) and (c) of Section 138 of the Negotiable Instruments Act, 1881 and any other laws, which prescribe period(s) of limitation for instituting proceedings, outer limits (within which the court or tribunal can condone delay) and termination of proceedings. We have passed this order in exercise of our powers under Article 142 read with Article 141 of the Constitution of India. Hence it shall be a binding order within the meaning of Article 141 on all Courts/Tribunals and Authorities.*

*This order may be brought to the notice of all High Courts for being communicated to all subordinate courts/Tribunals within their respective jurisdiction.*

*Issue notice to all the Registrars General of the High Courts, returnable in 6 weeks.*

*List the Miscellaneous Application on 19th July, 2021.”*

10. What is to be seen is that the respondent Nos. 2 & 3 have not contended that they were prevented from filing the appeal or unable to file the appeal for the last more than one year due to any compelling reasons. On the other hand, they filed the CA No. 13 of 2021 before this Tribunal. The contention that till the expiry of the limitation period for filing the appeal, no order against which the appeal is proposed to be filed, can sought to be implemented/executed and that the party who suffered the said order cannot be committed for contempt for non-implementation/non-compliance of the said order is unsustainable. The order passed by a Court/Tribunal is executable/implementable from the date of its passing. If the respondent Nos. 2 & 3 were aggrieved with the orders of this Tribunal in the C.P., nothing prevented them from filing the appeal against the said order and obtain appropriate order, as per law. The conduct of the respondent Nos. 2 & 3 in not complying with the orders of this Tribunal for more than one year is not bonafide. On the other hand, it is contemptuous.

11. It is to be seen that the Government of India, Ministry of Corporate Affairs has issued various Circulars from time to time clarifying procedure for holding the extraordinary general meetings and AGMs through video conferencing or other audio visual means in view of Covid-19 situation prevailing in the country from time to time. One such circular is General Circular No. 20/2020 dated 05.05.2020, in terms of the same, companies can hold their AGMs through video conferencing after following the procedure mentioned therein. The respondent Nos. 2 and 3 instead of conducting the AGM, as mandated under the provisions of the Companies Act, 2013 and as ordered by this Tribunal in its order dated 19.03.2020 in CP No. 144/Chd/Hry/2019 and in terms of the clarifications issued by the Ministry of Corporate Affairs, Government of India, from time to time, avoided to conduct the AGM on the unsustainable ground that they are still within the period of limitation even as on 11.02.2021 i.e. the date on which they filed CA No. 13 of 2021 to file the appeal. The action of the respondent Nos. 2 and 3 is a clear violation of the orders of this Tribunal dated 19.03.2020 in CP No. 144/Chd/Hry/2019.

12. However, in the peculiar facts of this case, as observed above, we are inclined to grant an opportunity to the respondent Nos. 2 and 3 to comply with the orders dated 19.03.2020 in CP No. 144/Chd/Hry/2019 and accordingly, we pass the following order:-

- (i) The respondent Nos. 1 to 3 shall comply/implement the order dated 19.03.2020 in CP No. 144/Chd/Hry/2019 by convening/holding and conducting the Annual General Meeting within 30 days from the date of receipt of this order either

through physical mode or through video conferencing or other audio visual means in terms of the Circulars issued from time to time by the Ministry of Corporate Affairs and shall file the compliance report before the next date of hearing.

13. List the matter on 06.09.2021.

Sd/-

(Raghu Nayyar)  
Member (Technical)

Sd/-

(Ajay Kumar Vatsavayi)  
Member (Judicial)

July 9<sup>th</sup>, 2021  
YP