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**NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH**

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU BENCH, BENGALURU, HELD ON 10.03.2021

THROUGH VIDEO CONFERENCING

CAUSE LIST

PRESENT: 1. Hon'ble Member (J), Shri Rajeswara Rao Vittalala
2. Hon'ble Member (T), Shri Ashutosh Chandra

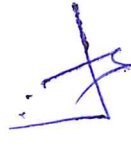
CP/CA No.	Purpose	Sec	Name of Petitioner	Petitioner Advocate	Name of Respondent	Respondent Advocate
CP No. 219/BB/2020	For final hearing (Obj not filed)	Sec 241- 242 of CA 2013	Randhir Hebbar & Anr	S Sriranga, Adv	Conver-gytics Solutions Pvt Ltd	Sahana Basavapatna

ADVOCATE FOR PETITIONER/s:

S. SRIRANGA

PRADEEP DARAK

9036841647

Pradeep Darak 

ADVOCATE FOR RESPONDENT/s: Nos. 1-3

SAHANA BASAVAPATNA

Sahana Basavapatna
8826366200

PTO

C.P.No.219/BB/2020

Randhir Hebbar and Anr. Vs. Convergitycs Solutions Pvt. Ltd. & Ors.

O R D E R dated 10.03.2021

1. C.P.No.219/BB/2020 is filed by Randhir Hebbar and Anr. (Petitioners), U/s.241, 242 and 59 of the Companies Act, 2013 against Convergitycs Solutions Private Limited and Ors. (Respondents), by seeking several main reliefs under para V of the Company Petition viz., to quash the letter of termination dated 25.11.2020 issued by the R-1 Company; to declare that the resolutions passed in the Board Meeting held on 03.07.2020 appointing R-2 as Permanent Chairman for all future Board meetings of the Company are illegal, null and void and consequently set aside the same etc. They have also sought several interim reliefs by inter alia seeking to stay the impugned letter of termination dated 25.11.2020 issued by the R-1 Company and restore status quo as on 24.11.2020; to direct the Respondents to pay remuneration to Petitioner No.1 from November, 2020.
2. Heard Shri S. Sriranga with Shri Pradeep Darak, learned Counsels for the Petitioners and Ms. Sahana Basavapatna, learned Counsel for the Respondent Nos.1 to 3.
3. Shri S. Sriranga, learned Counsel for the Petitioners, has inter alia pointed out that the main Company Petition was filed as earlier as on 07.12.2020, by seeking various interim reliefs. However, the interim reliefs were not considered by the Tribunal at the time of admission of the case, while ordering notice to the Respondents on 04.01.2021. Even though notice was served, the Respondent has not filed any reply to the main Company Petition, except Miscellaneous Application U/s.8 of the Arbitration and Conciliation Act, 1996. Therefore, he urged the Tribunal to consider at least one of the interim reliefs viz., suspend the letter of termination dated 25.11.2020 and to pay remuneration to the Petitioner No.1 from November 2020, as the Respondents have



terminated the service of the Petitioner No.1 as Director and Promoter without given any notice or opportunity to reply, and his termination would be prejudicial to the future interest of the Company. The Respondents are still continuing their oppressive and illegal acts against the Petitioners, who are minority shareholders, and have even stopped paying remuneration to Petitioner No.1. He has further contended that the Company was being run in the form of Quasi-Partnership, wherein all shareholders equally participated in the management of the Company and there was no hierarchy *inter se* the shareholders. The Company is the brainchild of Petitioner No.1 and R-3 which was conceptualized in February 2012.

4. The Petitioner No.1 is a Director, Member and transferee of 3,333 shares of the R-1 Company and he has been working as Executive Vice-President of the Company. The Petitioner No.2 is also as transferor of 3,333 shares of the R-1 Company, by holding 33.33% shareholding of the Company.
5. Ms. Sahana Basavapatna, learned Counsel for the Respondent Nos.1 to 3, has strongly opposed to grant any interim reliefs and also submits that they have filed an Application U/s.8 of the Arbitration and Conciliation Act, 1996, which is still pending under the file of the Tribunal. She further contends that the impugned termination was passed strictly in accordance with law and there is no interference is called for as sought by the Petitioner.
6. The present Company Petition has been filed on 07.12.2020, after duly serving a copy on the other side, and the same was listed for admission on 04.01.2021, and on that day also the Tribunal ordered notice to the Respondents. Subsequently, the case was listed on 01.02.2021 and the same was admitted and posted for consideration of the interim reliefs on 15.02.2021. On 15.02.2021 again the case was adjourned to today.



The Respondent without filing reply to the main Company Petition as well as interim reliefs, has filed an Application U/s.8 of the Arbitration and Conciliation Act, 1996 to refer the matter to the Arbitration. However, the said I.A. is not listed today as there are office objections on I.A. We are of the prima facie view that the services of the Petitioner No.1 was terminated without following due process of Law and the Petitioners being minority share, are to be given proper opportunity before taking impugned action. Therefore, it is just and proper to suspend the impugned termination letter dated 25.11.2020, and pending finalization of the case, in the interest of justice and equity.

7. In the result, we hereby suspended the impugned termination letter dated 25.11.2020, and restore status quo as on 24.11.2020; consequently pay remuneration to Petitioner, until further orders.
8. Post the case for final hearing on **09.04.2021.**



MEMBER (T)



MEMBER (J)

SS