

IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI

PRINCIPAL BENCH

C.P. No. 61(ND)/2017

IN THE MATTER OF:

Rohit Relan & Ors.

.....Petitioners

v.

Sharda Motor Industries Ltd. & Ors.

.....Respondents

SECTION : UNDER SECTION 241/242

Order delivered on 24.11.2017

Coram:

CHIEF JUSTICE (Retd.) M.M. KUMAR

Hon'ble President

Ms. DEEPA KRISHAN

Hon'ble Member (T)

**For the Petitioner(s) : Mr. Virendra Ganda, Senior Advocate
Mr. Pawan Sharma, Mr. Pritpal Nijjar,
Mr. Anuj Shah & Ms. Nripi Jolly, Advocates**

**For the Respondent(s) : Mr. Salman Khurshid, Senior Advocate
Mr. Jayant Mehta, Mr. S. Faridi,
Ms. Smarika Singh, Ms. Shreya Sircar,
Ms. Mitali Chauhan, Ms. Shubhi, Advocates for
R-1 to 6**

Mr. S.P. Singh Chawla, Adv. for R-7

ORDER

This order shall dispose of C.A. No. 377(PB)/2017 and C.A. No. 412(PB)/2017 filed by the petitioner/applicant and C.A. No. 393(PB)/2017 filed by the respondents-applicant. The prayers made in C.A. No. 412(PB)/2017 by the petitioner-applicants read as under:

- a) Appoint any independent reputed accounting firm as the internal auditor of the Respondent No. 1 Company;
- b) Direct the Respondent No. 1 Company to provide all documents and information in accordance with law and which may be necessary for considering any agenda item



at any of its board meetings and/or in the same mode, manner and timing as provided to all other directors of Respondent No. 1 including independent directors and Respondent No. 2;

- c) Appoint any independent person as the Chairman of Respondent No. 1 Company who would also preside over the Board Meetings of Respondent No. 1 Company;
 - d) Consider C.A. 213 of 2017 filed on behalf of the Petitioners and pass appropriate orders in the said application.
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2. It is pertinent to mention that in C.A. No. 377(PB)/2017, the petitioner-applicants have prayed that (a) petitioner no. 1 alone be permitted to exercise the voting rights of respondent no. 1 company in all Relan Group of Companies and; (b) secondly the respondents-non-applicant be restrained from considering or passing the resolution at agenda item no. 6, which was to come up in the meeting scheduled for 23.10.2017. When the application came up for hearing on 23.10.2017, the Bench has passed the following order:

CA No. 377 (PB)/2017

Notice of the application.

Ms. Smarika Singh, learned Counsel for the non-applicant-respondent accepts notice on behalf of respondent nos. 1 to 6 (who is briefing counsel to Mr. Chaudhary, learned Senior Counsel) and requests for a week's time to file reply. Let reply be filed within a week with a copy in advance to the Counsel for the applicant-petitioner.



Rejoinder, if any, be filed within a week thereafter with a copy in advance to the Counsel opposite.

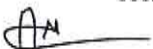
We have been informed that the impugned meeting, which is posted for today at 12.30 p.m. has been postponed and the date of the next meeting is to be intimated in due course of time. Learned Counsel for the non-applicant states that no meeting during the pendency of the present application shall be held and it shall be fixed after the disposal of this application.

List for arguments on 28th November, 2017.

3. After passing the aforesaid order, the applicant-petitioner filed C.A. No. 412(PB)/2017 with additional prayer. Respondent-applicant filed C.A. No. 393(PB)/2017 with a prayer for modifying order dated 23.10.2017 by confining it to agenda item no. 6 stating that it would not be taken up by the Board of Directors in its meeting of respondent no. 1 company. Modification has also been sought in accordance with the averments made in para 4 of this application.

Reply to all the applications have been filed and pleadings are complete.

4. We have heard learned Counsel for the parties at length and on account of consensus reached between the learned Counsel for the parties, the necessity of recording of respective arguments advanced at the bar by their learned Counsel is obviated.



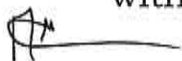
We take up the prayer (a) made in C.A. No. 412(PB)/2017.

5. In respect of prayer 'a', the respondent has conceded that the name(s) of independent auditor or independent reputed accounting firm who is to act as internal auditor of respondent no. 1 company shall be indicated in the agenda item as and when it is circulated. It satisfies the prayer (b) made in CA No. 377(PB)/2017. It satisfies the prayer (a) made by the applicant-petitioners.

6. There is further consensus between the Counsel for parties that agenda item no. 6, which was to be taken on 23.10.2017 shall not be taken up during the pendency of C.P. No. 61(ND)/2017. In order to avoid any doubt, the aforesaid agenda item reads as under:

6.	To appoint representative for attending and voting on behalf of the company at the meeting of the bodies corporate wherever the company is a member.	
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7. There is further consensus that the respondent company, i.e. Sharda Motor Industries Ltd. & Ors. shall share all information with the applicant, namely Rohit Relan as per the requirement of Companies Act, 2013, the Rules framed thereunder or any other law. We also expect that the applicant-petitioner shall also comply with the provisions of the aforesaid statute.



This takes care of the prayer (b) made in C.A. No. 377(PB)/2017.

8. There is further consensus that to remove any doubt in the mind of either of the parties, the proceedings of the meeting shall be video recorded and same shall be preserved by Respondent No. 1 Company. The object is that in case such proceedings are required by the Tribunal, the same shall be made available.

9. We make it clear that C.A. No. 213(PB)/2017, mentioned in prayer 'd' of C.A. No. 412(PB)/2017 is not being decided and shall remain pending. It is also made clear that these interim measures are only to surmount the difficulties faced by the parties in order to run the business of the company's motive.

10. However, the prayer (a) made in C.A. No. 377(PB)/2017 will remain undecided subject to all just exceptions as nothing has been said in that connection.

The main matter be listed on 8th January, 2017.

Sd/-

(CHIEF JUSTICE M.M.KUMAR)
PRESIDENT

Sd/-

(DEEPA KRISHAN)
MEMBER(TECHNICAL)