

IN THE NATIONAL COMPANY LAW TRIBUNAL  
SINGLE BENCH  
NEW DELHI

Appeal No. 56/241/242(ND)/2018

SECTION: UNDER SECTION 241 and 242 OF THE COMPANIES ACT, 2013

IN THE MATTER OF:

Mr. Patanjali Kumar & Ors.

.....Petitioner

V/s  
Concur Pharmaceuticals Pvt. Ltd. & Ors.

.....Respondent

Coram:

Order delivered on 19.02.2018

R. VARADHARAJAN  
Hon'ble Member (Judicial)

For the Petitioner : Mr. Saurabh Kalia, Advocate

For the Respondent : -

ORDER

Ld. Counsel for Petitioner is present and moves this petition. It is represented by Ld. Counsel for Petitioner that an advance copy of the petition along with its enclosures has been dispatched by post to all the Respondents prior to the filing of this petition on 15.02.2018. Further, it is also represented that notice has also been given by way of email correspondence to all the Respondents in relation to the moving of the petition today i.e. 19.02.2018. However, there has been no appearance on the part of Respondents. Ld. Counsel for Petitioner submits that absence of all the Respondents is deliberate in view of the circumstances that the Respondent Company is contemplating to convene an Extraordinary General Meeting based on the requisition of the shareholders under sub section (2) of Section 100 of the Companies Act, 2013 for the removal of 3<sup>rd</sup> Petitioner from the Board of Directors of the Company. Ld. Counsel for Petitioner further submits that Respondents in connivance with each other have illegally



increased the share capital of the Company on two dates namely 10.01.2018 of 5000 shares as well as on 24.01.2018 of further shares in the Board meeting alleged to have been held on the said dates. It is further represented by Ld. Counsel for Petitioner that despite the Petitioner group having majority in the Board as well as in relation to the share holding, no notice for convening the Board Meeting was given to the Petitioner for the alleged purpose of increasing the share capital. On the other hand, it is further represented by Ld. Counsel for the Petitioner that vide Board meeting dated 10.01.2018, it was decided that in view of the competing business carried out by Respondents 3 and 5, their resignation was sought for which was also duly given. However, subsequently without notice to the Petitioner, Respondents No. 3 and 5 have been re-appointed as Directors of the Company in order to tilt the majority in the Board to the Respondents and in view of illegal allotments as made aforesaid shares and an effort has been made by the Respondents to convert the majority of the Petitioners into minority and in case the Extraordinary General Meeting for the convening of which in the first place no Board Meeting was held and even it held without prior notice, Petitioner No. 3 will be greatly prejudiced and taking into consideration the same the proposed meeting of 20<sup>th</sup> February, 2018 is required to be stayed. In addition, it is also represented that the notice given to the Petitioners is also not as per the law as 21 clear days notice to the Petitioners has not been given as required under Section 101 of the Act as the notice for convening the Extraordinary General Meeting has been received by the Petitioners only on 9.02.2018 or thereabouts even though it is dated 25.1.2018. Taking into consideration all the above facts and upon prima facie perusal of the records, and ad interim direction of staying the Extraordinary General Meeting proposed to be convened tomorrow i.e. 20th February, 2018 will be in order and accordingly stayed till 26.02.2018 ~~is stayed~~. A copy of this order shall be duly communicated to all the Respondents for which purpose Dasti process is permitted.

In relation to main Company Petition, reply shall be filed within a period of 4 weeks by the Respondents. A copy in advance shall be made to the Petitioner and petitioner to file rejoinder within 2 weeks thereafter. The main Company Petition will be taken up after 6 weeks from today i.e on 2.4.2018.

Available.  
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Post the mater on 26<sup>th</sup> February, 2018 for further consideration of ad interim directions as above and for the appearance of all the Respondents.

-Sd/-  
(R.VARADHARAJAN)  
MEMBER (JUDICIAL)