

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
“CHANDIGARH BENCH, CHANDIGARH”**

**CP NO. 218/Chd/CHD/2017**

**Under Sections 58 and 59 of  
the Companies Act, 2013.**

**In the matter of :**

1. Gurpartap Singh son of Late Shri Harjinder Singh, House Number 332, Sector 44-A, Chandigarh-160047.
2. Kulwinder Kaur wife of Late Sh. Harjinder Singh, House Number 332, Sector 44-A, Chandigarh-160047.  
(Through Sh. Gurpartap Singh, Special Power of Attorney Holder)
3. Jaskaran Singh son of Late Shri Harjinder Singh, House Number 332, Sector 44-A, Chandigarh-160047.  
(Through Sh. Gurpartap Singh, Special Power of Attorney Holder)

...Petitioners/Appellant.

Versus

1. Deepak Towers Private Limited having its Registered office at 5777-B, Second Floor, Sector 38 West, Chandigarh U.T.
2. Jatinder Singh Ahluwalia, Managing Director, Deepak Towers Private Limited, House Number 5777-B, Sector 38 West, Chandigarh-160014
3. Rajinder Kaur Ahluwalia, Director, Deepak Towers Private Limited, House Number 5777-B, Sector 38 West, Chandigarh-160014
4. Nachhatar Kaur, Director, Deepak Towers Private Limited, House Number 31, Sector 33-A, Chandigarh-160022

...Respondents

**Judgement delivered on : 08.11.2017**

**Coram: Hon'ble Mr. Justice R.P.Nagrath, Member (Judicial)**

For the petitioners : Mr. Arora Vishwas Kumar, Advocate.

For respondent : Mr. Arshdeep Bhullar, Advocate.

Nos. 1 & 2.

### **JUDGEMENT (Oral)**

This petition is filed against the deemed refusal by the respondent-company to register the names of the petitioners being the natural heirs of late Harjinder Singh, deceased who was a shareholder in the company holding 25% of the shares in the register of members of the company. This petition/appeal has been filed in terms of sub-section (3) of Section 58 of the Companies Act, 2013, in Form No. NCLT-1. The petitioners impleaded 4 respondents in this petition. Respondent No. 1 is the company and respondent Nos. 2 to 4 being the Directors. However, when the matter was listed on 28.08.2017, notice of this petition was directed to be issued to respondent No. 1 company and to respondent No. 2 only being the Managing Director.

2. The respondent No.1 company was incorporated on 03.12.2001 and allotted CIN No. U70101CH2001PTC024820 having authorised and paid up share capital of ₹70.00 lacs divided into 7,00,000 equity shares of ₹10/- each. The certificate of incorporation is at Annexure P-1. It is a private limited company having four shareholders as per the Balance Sheet ending 31.03.2016. The shareholding pattern of the company as on 31.03.2016 is described as under:-

<b>Sr. No.</b>	<b>Name of shareholder</b>	<b>Number of shares</b>	<b>Amount per share</b>
1.	Jatinder Singh & Rajinder Kaur	1,85,000	₹10/- each
2.	Rajinder Kaur & Jatinder Singh	1,65,000	₹10/- each
3.	Harjinder Singh	1,75,000	₹10/- each
4.	Nachhatar Kaur, Mahender Singh & Deepak Sidhu	1,75,000	₹10/- each
Total shares.		7,00,000 shares of ₹ 10/- each.	

The list of shareholders is at page No.295 of the Paper Book being part of the Annual Return for the year ending 31.03.2016.

3. Harjinder Singh died on 29.11.2008. He was survived by the petitioners as the only legal heirs. Petitioner No.1 and 3 are sons and petitioner No.2 is the wife of late Harjinder Singh. The petitioners have relied upon the Succession Certificate, Annexure P-21 (page No.302) issued by the Civil Judge, Chandigarh on 07.12.2016 in respect of 1,75,000 shares held by Harjinder Singh in R-1 company.

4. The petitioners sent application to the company for transmission of the shares in their favour on the basis of the Succession Certificate, vide application dated 17.05.2017, Annexure P-22, by Speed Post as well as courier service and the postal receipt and courier receipt are at Annexure P-23 and 24. The postal receipt shows that the application was sent on 06.06.2017 to the respondent-company at the registered office and also on the e-mail address as available on the master data of the company on 08.06.2017 Annexure P-25. Learned counsel for the petitioner has stated that this e-mail did not bounce back. However, postal article containing the notice sent at the registered office of the respondent was received back. The tracking reports are at Annexure P-27 and P-28. According to the report, Annexure P-28, it was reported that the door/office of the company was closed and on 09.06.2017 the addressee was not available.

5. When the matter was listed on 28.08.2017, this petition/appeal was fixed for hearing on 29.09.2017. Notice of this petition was directed to be advertised in the daily 'Indian Express' (English) and 'Dainik Bhaskar' (Hindi), Chandigarh Editions. Notice was also directed to be issued to the

respondent No.1 company and respondent No. 2, Managing Director of the company by Speed Post and also on the e-mail address of the company available on the master data. Affidavit of service was filed by the learned counsel along with the newspaper clippings of 'Indian Express' and 'Dainik Bhaskar' both dated 11.09.2017. Along with this petition, the petitioner also filed copy of the notice sent to the respondents No.1 and 2 with the postal receipt and tracking report showing that the respondent refused to accept delivery of the notice on 13.09.2017.

6. Mr. Arshdeep Bhullar, Advocate has filed short reply with the Power of Attorney on behalf of the respondents along with the resolution of Board of Directors of the company (Annexure R-1) dated 25.09.2017 .

7. The fact that the petitioners are the natural heirs of late Shri Harjinder Singh and the number of shares held by late Shri Harjinder Singh in respondent-1 company has not been denied. The respondent-company has, however, received a letter dated 20.02.2009 (Annexure R-2) from one Ms. Savita Rani claiming herself to be the legally wedded wife of Late Shri Harjinder Singh in which she claimed that the deceased had executed a Will in her favour. She also attached copy of the Will (Annexure R-3). The company responded vide letter dated 31.03.2009 (Annexure R-4 and R-4A) conveying them to obtain Succession Certificate or a probate of Will. In these documents, it was stated that the company shall maintain status quo and credit the Shares of the deceased in the net profit of the company/dividend declared from time to time to a separate account. Late Shri Harjinder Singh was admittedly holding 25% of the shares in R-1 company before his death.

8. It is admitted in the reply that the petitioners have obtained succession certificate vide order dated 29.11.2014 and without entering into any controversy, the R-1 company is ready to transfer the shares of deceased Shri Harjinder Singh in favour of the petitioners on the basis of succession certificate granted in their favour by the Civil Court.

9. I have heard the learned counsel for the parties and perused the record carefully with their able assistance.

10. It would be relevant to refer to the judgement passed by the Civil Court in the petition filed by the three natural heirs, namely the petitioners for grant of succession certificate. Copy of the order is at Annexure P-20 of the Paper Book. It is evident from the contents of the order that one Savitri Rani and Mr. P.S. Dhaliwal appeared and filed objections but later on Mr. P.S. Dhaliwal withdrew his petition. No one appeared on behalf of Ms. Savitri Rani, objector on 03.09.2011 and she was proceeded against ex-parte. After recording evidence, the Civil Court allowed the application and Succession Certificate was directed to be issued in favour of the petitioners on their furnishing Indemnity Bond. On the basis of the said order, the Civil Court granted succession certificate dated 07.12.2016 (Annexure P-21) in favour of the petitioners with regard to the share certificates in question apart from the shares held by late Shri Harjinder Singh in M/s. Amrik Builders Pvt. Ltd. The learned counsel for the petitioners submits that the original of the succession certificates has also been brought by them today.

11. The only contention from the respondent is that the petitioners should give an affidavit that no appeal was filed against the order of the Civil Court granting succession certificate or that there is no Probate Proceedings

or Civil Suit regarding Will pending. Petitioner No. 1, who is also the Special Power of Attorney Holder for petitioner No. 2 and 3 has recorded his statement on oath that there is no such appeal pending nor they have received any notice of Probate Proceedings.

12. Learned counsel for the respondents, however, submits that the company received another letter dated 23.09.2017 (Annexure R-5) from Savita Rani claiming herself to be the wife of late Shri Harjinder Singh stating that she was not made a party in the said proceedings nor she has filed any objections in the Civil Court. Rather Kulwinder Kaur, petitioner No. 2 fraudulently got the objections filed on behalf of Savita Rani and later got her ex-parte. In this communication, even Savita Rani has not claimed that she filed any Probate Proceedings on the basis of Will. She, however, pleaded that being a women, she is in difficulty to fight for her rights. She has a minor daughter and when the daughter attains majority, she would fight for her right. As per death certificate, copy of which has been placed on record as Annexure P-5, Shri Harjinder Singh died on 29.11.2008.

13. In view of the above discussion, there is no impediment in accepting the present petition as the petitioners, who are natural heirs of the deceased, have a valid succession certificate in their favour issued by the Civil Court. The petition is allowed and the respondent- company is directed to transfer the shares held by late Shri Harjinder Singh in favour of the petitioners jointly by holding meeting of Board of Directors at the earliest but not later than 10 days from the date of receipt of certified copy of this order and the petitioner may accordingly collect the certificates from the company. The incidental benefits like dividends, bonus etc. lying in the account of late

Shri Harjinder Singh on the basis of decision(s) already taken by the company  
be also paid to the petitioners.

Copy of this order be supplied to both the parties.

Sd/-  
(Justice R.P. Nagrath)  
Member(Judicial)

November 08, 2017  
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**NATIONAL COMPANY LAW TRIBUNAL**