

In the National Company Law Tribunal
Mumbai Bench.

MA 613/2017 and **MA 615/2017** in TCP 31/397-398/CLB/MB/MAH/2015

Under Section 397-398 of Company Act 1956

In the matter of

Mr. Dharamdas N. Mehta : Petitioner

V/s

M/s. Meridian Construction Pvt. Ltd. & Ors. : Respondent

Order delivered on: 29.11.2017

Coram: 1. Hon'ble Shri M.K. Shrawat, Member (Judicial)
2. Hon'ble Shri Bhaskara Pantula Mohan (Judicial)

For the Petitioner(s): : 1. Mr. Pradeep Bakhru,
2. Mr. Ieshan Sinha, Advocates.

For the Respondent(s): : 1. Ms. Priyanka Gandhi, Advocate,
2. Ms. Manisha Kapadia, Advocate for
Respondent No.2.

Per M.K. Shrawat, Member (Judicial).

COMMON ORDER

1. Through this Common Order herein below deciding two Miscellaneous Applications.
2. The Miscellaneous Application bearing No. MA 613 of 2017 is submitted on 27th November, 2017 stating therein that the dispute has been settled vide Ist consent terms dated 12th September 2017 and the Applicants/Petitioners stated that the following acts/steps have been implemented/complied with:-

"a. Respondent No.1 Company's registered office has been shifted from 112 Maker Chambers-II, 223, Nariman Point, Mumbai – 400021 to Hira Bhavan, 112/122, Rajaram Mohan Roy Road, Prarthana Samaj, Mumbai 400 004;

b. Mr. Anilkumar Nandlal Mehta, Mr. Ajay Anilkumar Mehta and Mr. Anish Anilkumar Mehta have resigned as Directors of Respondent No.1 Company and their resignations have been accepted and taken on record.

c. Respondent No.1 has sold, transferred and conveyed the Hirji Govindji Property in favour of the Petitioners' nominee Merit Developers Pvt. Ltd. for consideration of Rs.18,00,00,000/- (Rupees Eighteen Crore Only)."

3. The Consent Terms dated 12th September 2017 also contemplated transfer of the Petitioners' shareholding in Respondent No.1 Company to Respondent No.2 and/or his nominee at the price of Rs.4,21,500/- per share aggregating to Rs.5,43,73,500/- and resignation of the Petitioners from the Board of Directors of Respondent No.1 Company.
4. It is also stated that after resignation of the Applicants, the Parties have agreed to appoint one Mr. Manav Harresh Mehta as Director of Respondent No.1 Company to facilitate the smooth functioning of Respondent No.1 Company.
5. The Applicants/ Petitioners have prayed to this Tribunal to permit them to transfer their shareholding in Respondent No.1 Company, as under :-
- "a. This Hon'ble Tribunal permit the Applicants/ Petitioners to transfer their shareholding in Respondent No.1 Company, i.e. 129 equity shares of face value of ₹100/- each in favour of Respondent No.2's nominee, Mrs. Ila Jitendra Mehta, at the price of ₹4,21,500/- per share aggregating to Rs.5,43,73,500/-;*
- b. This Hon'ble Tribunal be pleased to permit the appointment of Mr. Manav Harresh Mehta as Director, as well as allow the Applicants/ Petitioners to resign as Directors, of Respondent No.1 Company;"*
6. It is worth to mention that the other side has also filed a Miscellaneous Application (MA 615/2017) on 28th of November 2017 and raised identical Prayer as reproduced above. The Learned Representative of the Other Side has made a statement that there is no controversy among the parties in respect of the Application moved from the side of the Petitioner, if the same is allowed.
7. Learned Representatives have also informed that in the recent past it has come to the notice that the Directors were disqualified by the RoC under section 164(2) of the Companies Act, 2013. The matter is represented before the RoC and informed that due to pending litigation the Accounts could not be finalised causing delay, however, given an Undertaking to submit at an early date. A request was made to remove the disqualification. Learned Representative has made a statement before this Bench that the RoC is convinced and agreed to remove the embargo imposed.

8. One more point has been raised that vide an Order dated 18th May 2015 the then CLB, Mumbai Bench in CP No.31 of 2015 has put a restriction as under (only relevant portion reproduced :-

"24.....

b. Pending hearing and disposal of the C.P., Mr. Rohan Mehta and Mr. Anuj Mehta are restrained from holding themselves out as the Directors of the Respondent No.1 Company.

c. Pending hearing and disposal of the C.P., the Parties are directed to maintain status quo with respect to the shareholding pattern and the composition of Board of Directors of the Company as, it exists today, on the MCA portal."

9. Considering the submissions of both the sides and in a situation when the "Settlement" of the parties is in progress and 1st part of the Settlement is stated to be accomplished if the requisite permission be granted, therefore, under the circumstances, this Bench is of the opinion that it is justifiable to allow the prayer as reproduced above to transfer the shareholding of 129 Equity Shares in favour of the nominee of Respondent No.2 for the consideration agreed upon. It is also permitted to appoint Mr. Manav Harresh as Director. Further it is also permitted the Petitioners to resign from Directorship of Respondent No.1 Company.
10. The Applicants, either the Petitioner or the Respondent shall place on record the Order of the RoC withdrawing the disqualification imposed on the Directors. It is also directed to place on record the Board's Resolution approving the implementation of each and every term of the Settlement dated 12.09.2017. Both the Applications are disposed of on the terms reproduced above.

Sd/-

BHASKARA PANTULA MOHAN
Member (Judicial)

Date : 29.11.2017

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Sd/-

M.K. SHRAWAT
Member (Judicial)