

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH

T.P.NO. 156/2016

IN

CA NO. 205/2015

(DATED: FRIDAY, THE 3RD DAY OF MARCH 2017)

PRESENT: SHRI RATAKONDA MURALI, MEMBER JUDICIAL
SHRI. ASHOK KUMAR MISHRA, MEMBER TECHNICAL

IN THE MATTER OF THE COMPANIES ACT, 2013
SECTION 621A OF THE COMPANIES ACT, 1956 UNDER SECTION 314(1)
OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF OMEGA HOSPITALS PRIVATE LIMITED

T.P.NO. 156/2016 IN CA NO. 205/2015

1. Omega Hospitals Private Limited
Pumpwell Bypass Road,
Kankanady,
Mangalore-575002.
2. Mr. Mukund Kumbla - Director,
Pratheeksha, Vyasa Rao Road,
Kadri, Mangalore-575003
3. Mr. Suresh Surathkal – Managing Director,
Bhuvaneshwari Nilaya,
Iddya Surathkal,
Mangalore-575014
4. Mr. A.G.Jayakrishnan- Director,
Villa A, The Pyramid,
Falnir, Mangalore-575002
5. Mr. Mohanchandra Suvarna – Director,
H.No. 3-12-1078,
Kadri, Mangalore-575004.
6. Mr. Bhaskar Bhappal – Director,
J.B.Compound, Jeppu,
Mangalore-575002.

- APPLICANTS

PARTIES PRESENT: Sri Harishankar Mani/Anant Merathia, No.115, First Floor, Luz
Church Road, Mylapore, Chennai-600004. Counsel and Authorised
representative for the Applicants.

Heard on: 08/11/2016, 28/11/2016 and 19/12/2016

ORDER

The Application is filed on behalf of the Applicants under Sec. 621A of Companies Act 1956 before the Company Law Board, Southern Region, Chennai and numbered as C.A No.205/2015. Consequent upon the establishment of National Company Law Tribunal Bench at Bengaluru, the said case was transferred to this Tribunal on abolition of Company Law Board, Southern Region, Chennai Bench and renumbered as T.P No. 156/2016 in this Tribunal. This Application is filed by the Applicants with a prayer to record compounding for violation of provisions of section 314(1) of the Companies Act, 1956.



The averments in the Company Application are briefly stated hereunder:

The 1st Applicant is a company which was incorporated under the Companies Act, 1956 on 23rd March 1998 under the name and style "Omega Hospitals Private Limited" vide Corporate Identity No. U85110KA1998PTC023525. The Registered Office of the company is situated at # Pumpwell Bypass Road, Kankanady, Mangalore-575002

The Authorised Share Capital of the Applicant company as per latest Audited Balance Sheet is Rs. 2,10,00,000/- divided into 2,10,000 Equity Shares of Rs 100/- each and the Paid up Capital is Rs 1,99,03,800/- divided into 1,99,038 Equity Shares of Rs 100/-.

The main object of the 1st Applicant Company is to acquire establish, lease, take on lease and run Hospital(s) with the facilities of medical care and advanced treatment in super specialties and diagnostic centre (s) etc., Details of the main object of the Company are stated in the Memorandum and Articles of Association.

The Applicants in this case are the Company and the Directors as per details given below:-

- 1) Omega Hospitals Private Limited
 - 2) Suresh Surathkal, Managing Director
 - 3) Mukund Kumbla, Director
 - 4) A.G Jayakrishnan, Director
 - 5) Mohanchandra Suvana, Director
 - 6) Bhaskar Bappal, Director.
- 
- 

the second half of the twentieth century, the United States' approach to China has been characterized by a bipolar view of the world, in which the United States and the Soviet Union were the two superpowers, and China was seen as a potential ally or enemy of one of them. This view of the world was based on the Cold War, which was a period of tension and conflict between the United States and the Soviet Union, and it was this view that shaped the United States' approach to China. The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them. The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them. The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them. The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

The United States' approach to China was based on the idea of containment, which was the policy of preventing the spread of communism. This policy was based on the idea that the United States and the Soviet Union were the two superpowers, and that China was a potential ally or enemy of one of them.

having 100% shareholding then, which is more than the shareholding required for passing a Special Resolutions.

- Being medical professionals, the Applicants were not aware of holding and conducting a general meeting and to pass a Special Resolutions for the said purpose.

The Applicant No.2 – Dr. Mukund Kumbha has made the following averments on behalf of the Company, Omega Hospitals Private Limited and on behalf of other 4 Directors of the Company by filing Affidavit that:-

- 1) He was aware of the offence committed by the Company for violation of Section 314(1) of the Companies Act, 1956 for Directors etc., not to hold office or place of profit..
- 2) He has also informed that, the Company Law Board, Chennai vide its order dated 15/11/2011 has declared the company as “*Company having Management Dispute*”.

However, the 1st Applicant Company has stated that, the offence has made good that, Mr. Leeladhar has ceased to be the Internal Auditor of the Company. The Internal Audit of the Company at present is conducted by an Independent professional appointed by the Board of Directors. To this effect the Applicants enclosed the copy of resolution of the meeting of Board of Directors for appointment of Internal Auditor dated 22/02/2014 for the Financial Year 2007-08 to 2012-13 and copy of resolution of the meeting of Board of Directors for appointment of Internal Auditor dated 07/03/2015 for the Financial Year 2014-15

The further averments made in the Application are stated as follows:-

- 1) That there was management dispute between two groups of shareholders of the company since 2007 wherein one group was led by the 2nd Applicant herein, who held 53.36% of the paid-up share capital of the company and had five Directors on the Board. The other group was led by one Dr. Joe Verghese who held 46.64% of the paid-up share capital with four Directors on the board until 2015. During the year 2015, one of the shareholders sold majority of the shares to Dr. Mukund and thus making his group own about 58.63% of the paid-up share capital of the company with six directors on the board.