

**NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH**

CP No.40/ALD/2017,
CA No.176/2017

**ATTENDENCE-CUM-ORDER SHEET OF THE HEARING OF
ALLAHABAD BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL
ON 16.10.2017**

NAME OF THE COMPANY: Shahjahanpur Club Pvt. Ltd.

SECTION OF THE COMPANIES ACT: U/S 97 of the Companies Act, 2013

<u>SL. NO.</u>	<u>Name</u>	<u>Designation</u>	<u>Representation</u>	<u>Signature</u>
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CP No.40/ALD/2017, CA No.176/2017

The case is taken up today for order in CA No.176/2017 filed by a IIIrd party Sh. Jagdish Singh Matta for impleading him as a respondent in the present proceeding as he is claiming himself as a duly elected member of the Board of Director of the respondent company w.e.f 20.10.2015.

Having heard the submission of learned counsel for both the parties and by a perusal of records and proceeding in the present matter specifically minutes/proceedings of the AGM, Shahjahanpur Club dated 20.10.2015 which is impugned in, and the subject matter of the present case, therefore, we require some more clarification from the parties concern as well as from the O/o ROC, Kanpur as a pre-requisite for disposal of the present CA. The relevant information is sought on following points/issues as:-

The ROC, Kanpur through its letter dated 18.12.2015 offered his comment and report as per its record stating that a valid annual general meeting of the respondent club company could not be convened and conducted in the year 2015 (under the provision of Section 96 of the Companies Act, 2013) until & unless the extension of time is not obtained from the Company Law Board. That apart a perusal

of the AGM dated 20.10.2015 goes to show such position that the Honorary Chairman and Secretary of the Club would be District Magistrate and Superintendent of Police as a person *designata* as per the bye-laws of the company and thus such meeting was convened pursuant to a direction received from the District Magistrate, Shahjahanpur in a capacity of being Honorary President of the Club by his letter/order dated 20.10.2015. However, a copy of such letter/order does not find place in the record of present proceeding for perusal of this Court. Hence, it is not clear to us such meeting was convened because of written/oral direction of the DM or otherwise. Further, it is also not made clear about participation of Honorary President/Secretary in such AGM. Therefore, a question arises for our consideration that non-attendance of Honorary President and Secretary of the club in such AGM would vitiate or otherwise the proceedings of such AGM needs to be clarified by both the parties.

Moreover, the O/o ROC, Kanpur has made observation to this effect that the convening and conduct of such AGM cannot be treated as valid for the reason mentioned in its report and unless an extension of time to convene such meeting (dated 20.10.2015) is not granted and delay caused therein is regularized by the Competent Authority (e.g. the Company Law Board).

Further, as per the statutory requirement, such meeting was expected to be convened and conducted on or before 30.09.2015. Therefore, the decision taken therein including appointment of Director become questionable and is a debatable issue. Therefore, the present application for impleadment of a third party can be decided only after knowing the views of the other party concern which may be an interested/affected party in the present matter e.g. the Honorary Chairman & Secretary of the Club/respondent company. (The District Magistrate and Superintendent of Police, Shahjahanpur).

Since in the present matter the ROC Kanpur has already submitted a report. Hence, we are of the view that he needs to be formally impleaded as a respondent in the present company petition as we expect a formal reply from Central Government through its office on the merits of the present application and the main company petition. Therefore, we feel appropriate to issue a formal notice to the District Magistrate & Superintendent of Police, Shahjahanpur as their being in the capacity of Honorary President/Secretary of the respondent club (company).

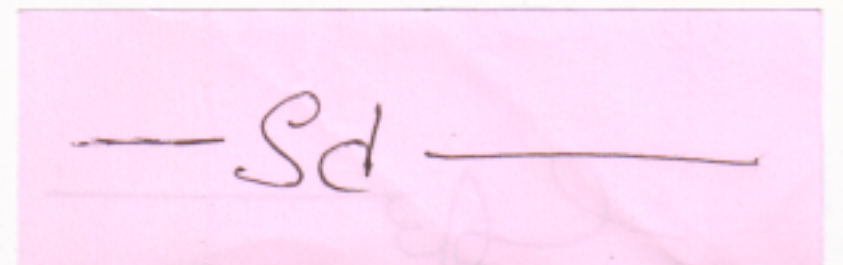
The company petitioner as well as the IIIrd party applicant are further directed to serve a copy of the present company petition alongwith the impleadment application to the office of the District Magistrate & Superintendent of Police, Shahjahanpur to enable them to offer their comments or to file a formal reply in respect of the present company application and also on the main company petition and to nominate a counsel, on their behalf if they desire so.

A copy of this order be communicated to the office of the Advocate General, State of U.P., Registrar of Companies, Kanpur, District Magistrate and Superintendent of Police, Shahjahanpur U.P. for information.

The matter be listed on 10.11.2017.

Dated: 16.10.2017

Typed by:
Kavya Prakash Srivastava
(Stenographer)



**H.P. Chaturvedi,
Member (Judicial)**