

**NATIONAL COMPANY LAW TRIBUNAL**  
**PRINCIPAL BENCH**  
**NEW DELHI**

C.P NO. 37(ND)/2015  
CA NO.

CORAM:

PRESENT: CHIEF JUSTICE M. M. KUMAR  
Hon'ble President

Shri.R.VARDHARAJAN  
Hon'ble Member (J)

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF PRINCIPAL BENCH OF THE  
NATIONAL COMPANY LAW TRIBUNAL ON 19.08.2016**

NAME OF THE COMPANY: Rupak Gupta & Anr.

Vs.

M/s. U.P Hotels Ltd. & Ors.

SECTION OF THE COMPANIES ACT: 397/398

S.NO.	NAME	DESIGNATION	REPRESENTATION	SIGNATURE
-------	------	-------------	----------------	-----------

1. L.K. Bhusuan, Adv.

2. Anuruph Arunkumar, Adv.

3. SH. H. L. TIKU SR. ADV.

2 Mr. Ankit Sibal AO

} Respondents

4(a) - 4(f)



} Respondents

1. Mr. Anur Karhpalia, Sr. Adv.

2. Mr. Ritu Bhalla, Adv.

3. Mr. Gajen Mittal, Adv.

4. Ms. Sanjana Sharma, Adv.

} For Petitioners



**Order**

This is an application (CA 66/PB/2016) with a prayer for staying the proposed meeting scheduled on 22.8.2016 to take up agenda to induct independent directors or to adjourn the proposed meeting to a date after 07.10.2016.

2. Notice of the application was issued and we have heard the learned counsel for the parties.




P.T.O.

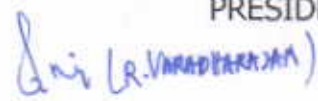
3. It is pertinent to mention that on 10.8.2016, the Tribunal has passed an order *inter alia* holding that parties were to take all necessary steps to ensure that there is a compliance of various statutory provisions in respect of Respondent No. 1 company before the closing date of 30<sup>th</sup> September, 2016 as per the requirements of law. In order to comply with the aforesaid directions and the statutory provisions, the non-applicant – petitioner issued an agenda for holding the meeting on 22.8.2016 to increase the number of independent directors in accordance with provision of Section 149 of the Companies Act, 2013 (for brevity 'the Act'), read with Regulation 17 of Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations 2015 (for brevity 'Regulations').

4. A co-joint reading of Sec. 149 of the Act and R. 17 of the Regulations makes it patent that in the absence of non-executive Chairman, 50% of the Board must be comprised of independent directors. It is pertinent to mention that at present there is no Chairman of the Board of Directors of Respondent No. 1 company. However, there is a consensus between the parties that Hon'ble Mr. Justice B.P. Singh (former Judge of the Supreme Court) shall act as a non-executive Chairman of the Board of Directors. We accept and endorse the consensus reached between the parties. As a result of the aforesaid consensus, the necessity of having 50% of the Independent Directors on the Board is obviated as per the provisions of S. 149 r/w Regulation 17 (Supra). There is already an independent director and his presence fulfills the requirement of 1/3 independent directors as envisaged by S. 149 r/w R. 17(Supra). The agenda for meeting of 22.8.2016 for the purpose of inducting independent directors has been rendered infructuous.

5. In view of the above, the application (CA 66/PB/2016) does not require adjudication and has been rendered infructuous. However, the consensus reached between the parties for this order would not cause any prejudice to the rights of the parties. The agenda for other items may proceed as per law.

6. The application (CA 66/PB/2016 stands disposed of.

  
(CHIEF JUSTICE M.M. KUMAR)  
PRESIDENT

  
(Shri R. VARDHARAJAN)  
MEMBER (J)

19<sup>th</sup> August, 2016  
(P.K. SUD)