

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT II)
KOLKATA**

C.P. NO.136 /KB/2025

An application for Section 97(1) of the Companies Act, 2013 read with Rule 74 of the National Company Law Tribunal Rules, 2016;

IN THE MATTER OF:

MR.Ram Khedia son of Shri P D Khedia aged about 64 years, permanently residing at Rishi Kunj, Vikash Nagar, 27 Kohli Mungeli Road, Bilaspur, Chhattisgarh-495001.

....PETITIONER

VERSUS

1. **Rockland Commotrade Private Limited**, a company incorporated under the Companies Act, 1956, having its registered office at 63/3B, Sarat Bose Road Kolkata-700 025 (West Bengal);

AND

2. **Registrar Of Companies, West Bengal** having its office at Corporate Bhawan, 4th Floor, Plot No.IIIF/16, in AA-IIIF Rajarhat, New Town, Akandakeshari, Kolkata - 700135 (West Bengal)

.... RESPONDENTS

Date of pronouncement: 22.06.2026

Coram:

Mr.Labh Singh : Member (Judicial)

Ms.Rekha Kantilal Shah : Member (Technical)

Counsel appeared through Physically/ Video Conference

Ms. Shruti Singhania, FCS] For the Petitioner

Mr. P P Bishwal, Adv.] For the Respondent Company

ORDER

Per: Rekha Kantilal Shah, Member (Technical)

1. This Court convened via hybrid conferencing.
2. The present Company Petition has been filed by member/ shareholder Mr. Ram Khedia son of Shri P D Khedia holding 5,000 (Five Thousand) equity shares constituting 50% of the issued, subscribed and paid-up equity share capital of the Respondent Company comprising 10,000 (Ten Thousand) equity shares.
3. The Respondent Company, M/s. Rockland Comtrade Private Limited was incorporated on 4th May, 2010 under the Companies Act 1956. There are 2 (Two) equity shareholders as on 31.03.2017.
4. The last Annual General Meeting of the Respondent Company was held on 30th September, 2017 for the financial year ended on 31st March 2017. A copy of the Form 23AC (Annual Accounts) for the financial year ending 31st March, 2017 filed with the Registrar of Companies.
5. The Petitioner states that that the Company was struck off from the Register of Companies from 30th June, 2017 vide STK7 issued by the Registrar of Companies, West Bengal due to non filing of financial Statements for the financial years ended 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and Annual Returns of the Company for the financial years ended 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018- 19, 2019-20, 2020-21. It is stated that, upon the Board of Directors and

shareholders of the Company becoming aware of the Company status being Strike Off, the Petitioner (Shri Ram Khedia - shareholder and director of the M/s.Rockland Commotrade Private Limited) immediately filed a Company Petition under Section 252(3) of the Companies Act, 2013 (hereinafter referred to as the "Act") vide CP No.150/KB/2022 before the Hon'ble National Company Law Tribunal for restoration of the Company status to "Active", in which this Hon'ble Tribunal was pleased to pass an order dated 9th January, 2023 pronouncing the order for restoration of the original status of the Company from 'Struck off' to 'Active'.

6. It is further submitted and matter of records that the accounts of the Company though were prepared timely, however the statutory compliances and conducting AGM as per the provisions of the Companies Act, 2013 and other applicable acts as required from time to time could not be complied in due timeline. Due to which, the Company could not hold its Annual General Meeting for the financial year commencing from 1st April, 2017 till 31st March, 2024.
7. Under the provisions of Section 96 of the Companies Act, 2013, every company is mandated to convene its Annual General Meeting ("AGM") within the period prescribed therein. The statutory period for holding the AGM has long expired; however, the Respondent Company has failed to convene and hold its AGM(s) in compliance with the provisions of Section 96 of the Companies Act, 2013. Consequently, the Company is in continuing default in respect of the financial years commencing from 1st April, 2017 and ending on 31st March, 2024.
8. The Petitioner states that she is a shareholder of the Respondent Company and is, therefore, entitled to invoke the provisions of Section 97 of the Companies Act, 2013 by approaching this Hon'ble Tribunal for appropriate directions

for calling, convening and conducting the Annual General Meeting(s) of the Company in circumstances where default has been committed under Section 96 of the Companies Act, 2013. It is an admitted position that the Company has failed to hold its AGM(s) for the financial years commencing from 1st April, 2017 and ending on 31st March, 2024, thereby necessitating the intervention of this Hon'ble Tribunal under Section 97 of the Companies Act, 2013.

9. Ld. Counsel appearing for the Respondent Company has not raised any objection to the prayer of the petitioner.

10. We have heard the learned Authorised Representative appearing for the Petitioner and Ld. Counsel for the Respondent Company. We are satisfied that the failure of the Respondent Company to hold the Annual General Meeting for the financial year commencing from 1st April, 2017 to 31st March, 2024 within the stipulated time was not deliberate but only due to the reasons stated above. Also, there is no objection from any quarter towards extension of time for the purpose of holding Annual General Meeting.

11. We, hereby give the following directions in the exercise of the powers conferred on this Tribunal under section 97 of the Companies Act, 2013:

(a) The Respondent company shall hold a General Meeting within 45 days from the date of this order, to finalize and approve the Annual Financial Statements from the Financial Year ended 31st March 2017 to 31st March 2024 in accordance with the procedure prescribed in the provisions of Companies Act, 2013 and Rules made therein **subject to payment of a fine of Rs. 2,00,000/- (Rupees Two Lakhs only) to the Registrar of Companies, West Bengal.** This meeting shall be considered as an Annual General Meeting for the purposes of the Companies

Act 2013.

- (b) Notice shall be issued to all the members in accordance with section 101 of the Companies Act, 2013.
- (c) Such meeting shall be deemed to be an Annual General Meeting of the Company.
- (d) The Respondent Company is granted the liberty to approach this Tribunal in case there is any difficulty in holding the Annual General Meeting as directed aforesaid.

12. The Registry is directed to send copies of the Order forthwith to all the parties and their representative for information and for taking necessary steps.

13. Registry is also directed to send a copy of this Order to the Registrar of Companies, West Bengal, Kolkata.

14. Certified Copies of this order may be issued, if applied for, upon compliance of all requisite formalities.

15. The **C.P. No.136/KB/2025** shall be disposed of accordingly.

16. File be consigned to records.

Rekha Kantilal Shah
Member (Technical)

Labh Singh
Member (Judicial)

Order signed on this, 22nd day of June, 2026.

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