

NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT – II)

Item No.5

COMP.APPL/112(CH)2026

COMP.APPL/113(CH)2026

In

CP No.2/Chd/Hry/2025

(Main Matter on 20.07.2026)

IN THE MATTER OF:

**Brij Mohan & Rahul Khanna Family Trust ...
& Ors.**

Petitioner

Versus

Khanna Paper Mills Ltd. & Ors

...

Respondent

Under Sections: 241-242 of the Companies Act, 2013

Rule: 11 of the NCLT Rules, 2016

Order delivered on 16.07.2026

CORAM:

**SHRI. K. BISWAL,
HON'BLE MEMBER (J)**

**SHRI. K.K SINGH,
HON'BLE MEMBER (T)**

PRESENT:-

**For the Petitioner in : Ms. Munisha Gandhi, Senior Advocate along
COMP.APPL/112(CH)2026 with Mr. Viren Sibal, Mr. Vaibhav Sharma &
COMP.APPL/113(CH)2026 Mr. Divyanshu Goyal, Advocates
& Respondent No.1 in
CP No.2/Chd/Hry/2025**

**For the Respondent No.8 in : Mr. Viren Sharma, Advocate
COMP.APPL/112(CH)2026 (on advance notice)**

ORDER

COMP.APPL/112(CH)2026

The present Company Application has been filed by the Applicant-Khanna Paper Mills Limited in the matter of CP No.2/Chd/Hry/2025, which is filed under Sections 241-242 of the Companies Act, 2013.

2. We have heard, Ld. Senior Counsel Ms. Munisha Gandhi, appearing for the Petitioner. We have also heard, Ld. Counsel Mr. Viren Sharma appearing for Respondent No.8.

Issue notice of this Company Application to the Respondents.

Ld. Counsel Mr. Viren Sharma, accepts the notice on behalf of Respondent No.8. Therefore, the requirement of serving the notice with respect to Respondent No.8 is dispensed with. Reply to be filed with a copy in advance to the counsel opposite.

As regards to the remaining Respondents, the Applicant shall collect the notice from the Registry and send the same by speed post as well as by e-mail, if available, to the Respondent attaching therewith copy of the application and the entire paper book and the copy of this order as well. The applicant shall file affidavit of service supported by postal receipt, tracking report and copy of e-mail within one week. Reply be filed within 5 days with a copy in advance to the counsel opposite.

3. List the matter for further consideration on **20.07.2026**.

COMP.APPL/113(CH)2026

The present Company Application has been filed by the Applicant-Company Khanna Paper Mills Limited under Rule 11 of the NCLT, 2016 seeking direction as regards appointment of two Additional (Independent Directors) namely Mr. Pramod Kohli (Retired Chief Justice) and Retired Deputy General Manager of Oriental Bank of Commerce namely Mr. Chasn Kumar Bhan.

2. We have heard, Ld. Senior Counsel, Mrs. Munisha Gandhi appearing for the Petitioner. She submits that earlier the two Independent Directors

namely Narinder Sharma and Mr. Kamal Garg have resigned from the Board on health ground and personal ground as on 7th March, 2026 and 18th April, 2026 respectively.

3. We have also heard, Ld. Counsel Mr. Viren Sharma appearing for the Respondent No.8. He submits that a separate Application COMP.APPL/104(CH)2026 has also been filed proposing therewith certain names for appointment of the Independent Directors. The said Application is listed on 20th July, 2026.

4. The other Respondents be served upon the notice. The reply be filed before the next date of hearing.

5. At this juncture, an attention has been drawn by the Ld. Senior Counsel as regards **Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014** and the second proviso thereof which says that any intermittent vacancy of an Independent Director shall be filled up by the Board at the earliest but not later than immediate next Board Meeting or three months from the date of such vacancy, whichever is later.

6. The Ld. Senior Counsel also submits that in case the Independent Director as per aforesaid rule are not appointed prior to 18th of July, 2026, then the Company would be liable to pay the penalty as per Section 172 of the Companies Act.

7. We note that, there are cross-application under Sections 241-242 of the Companies Act and in that reference, already vide order dated 08.01.2025, status quo ante order was passed for maintaining the constitution of the Board as well as the shareholding pattern.

8. In this context, the Applicants have come before us to seek our consent as regards the appointment of the Independent Directors. Since this would require consideration, it may not be possible to pass any order prior to 18th of July 2026.

9. Considering the submissions made by the Ld. Senior Counsel, we make it clear that the delay in appointment of the Independent Director should not be taken as non-compliance on the part of the Company as per Rule 4 of the Companies Act and no penal action should be initiated by the RoC.

10. With this direction, list the matter on **20.07.2026**.

Sd/-
(K. BISWAL)
MEMBER (JUDICIAL)

Sd/-
(K. K. SINGH)
MEMBER (TECHNICAL)