



**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, COURT NO. I  
KOLKATA**

**C.P. No. 161/KB/2026**

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**ORDER**

**Per: Bidisha Banerjee, Member (Judicial):**

1. The court convened in hybrid mode.
2. The present Company Petition under Section 97 of the Companies Act, 2013, has been filed by a member **Mr. Indrajit Roy** holding 5,000 equity shares, seeking the Tribunal's Orders for calling the Annual General Meeting of the Respondent Company for the Financial Years ending on 2019-20 to 2024-25 within 45 days from the date of such order.
3. The Respondent Company, **Emars Enterprises Private Limited**, was incorporated on **01/10/2009** under the Companies Act, 1956. The last Annual General Meeting of the Respondent Company was held on **30/09/2019** as it appears on the Master Data for the financial year ended on **31<sup>st</sup> March 2019**.
4. The Petitioner approached the Respondent Company for holding the Annual General Meeting for the financial years ended on 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25. The Respondent Company replied that the reason for such inability is as follows:
  - i. The occurrence of the aforesaid events led to a substantial erosion of the net worth of the group as a whole and precipitated a complete breakdown of the administrative and managerial framework, internal control mechanism, and financial stability of the flagship entity. The unprecedented

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financial turmoil severely disrupted the established reporting structure and organizational hierarchy, resulting in the attrition of key managerial personnel and employees who were instrumental in overseeing the day-to-day operations and compliance functions. Consequently, the adverse impact flowed down to the Respondent Company and as such the Respondent Company was also left without an effective management and compliance infrastructure, rendering it incapable of convening statutory meetings and ensuring adherence with the statutory compliances prescribed under the Companies Act, 2013.

- 5.** We have heard Ld. Counsel appearing for the Petitioner and the Ld. Counsel appearing for the Respondent, who submit that the accounts have now been audited and as such the AGM can now be held
- 6.** Accordingly, we hereby, give the following directions in the exercise of the powers conferred on this tribunal under section 96 and 97(1) of the Companies Act, 2013 read with Rule 74 of the National Company Law Tribunal Rules, 2016:
  - a)** The Respondent Company shall hold a General Meeting within 45 days from the date of this order, to finalize and approve the annual returns and financial statements for the Financial Year ended 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 in accordance with the procedure prescribed in the provisions of Companies Act, 2013 and Rules made therein.

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This meeting shall be considered as an Annual General Meeting for the purposes of the Companies Act 2013.

- b)** The Respondent Company is directed to give 21 days' clear notice in advance, either in writing or through electronic mode in the manner prescribed every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, the auditors of the Company and every director of the Company in accordance with section 101 of the Companies Act, 2013, informing therein the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- c)** The Respondent, namely, **Emars Enterprises Private Limited**, shall hold Annual General Meeting within 45 days from the date of this order, to finalize and approve the annual returns and financial papers 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.1,50,000/- [Rupees One Lakh Fifty Thousand only] to the ROC, Kolkata I, and with a further fine which may extend to Rs.5,000/- for everyday under Section 99 of the said Act, 2013.** The meeting shall be considered as an Annual General Meeting for the purposes of the Companies Act 2013 and all the pending financial statements shall be prepared and presented in the said meeting. This shall be in addition to the statutory fee as may be required to be paid to the ROC.
- d)** Necessary health protocol and Govt. Advisory, if any, shall be scrupulously followed.
- e)** The Respondent Company is being granted the liberty to approach this Tribunal in case there is any difficulty in holding the Annual General Meeting as directed aforesaid.
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- 7.** 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.
- 8.** Registry is also directed to send a copy of this Order to the Registrar of Companies, West Bengal, Kolkata.
- 9.** Accordingly, the C.P. No. 161/KB/2026 stands **disposed of**.
- 10.** Certified copy of this Order, if applied for with the Registry be supplied to the parties in compliance with all requisite formalities

**Rekha Kantilal Shah**  
**Member (Technical)**

**Bidisha Banerjee**  
**Member (Judicial)**

**Signed on this, the 6<sup>th</sup> day of July, 2026.**

*S. Adhikary (Steno)*