

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

CP/156 (KB) 2025

*An application under Section 97 of the Companies Act, 2013 read with
Rule 11 and Rule 74 of the National Company Law Tribunal Rules,
2016;*

In the matter of:

Mr. Sandeep Mukherjee, Son of Mr. Mihir Mukherjee residing at 64/13
Brojomoni Debya Road, Kolkata- 700061

. . . Applicant

-Versus-

In the matter of:

1.UNMESH INDUSTRIES PRIVATE LIMITED, the Company, having its
registered office at 32, Chowringhee Road, Om Tower, 7th Floor, Unit
No. 706, Park Street, Suit No. 5A, Kolkata West Bengal, India-700071.

2.THE REGISTRAR OF COMPANIES, (ROC Kolkata) West Bengal, having its
registered office at "Corporate Bhawan" Plot No III F/16, Action Area
III, Premise No. 050852, Akandakeshari, New Town, Rajarhat, Kolkata-
700135.

. . . Respondent

Date of Pronouncement: 22.06.2026

Coram:

Shri. Labh Singh, Member (Judicial)

Ms. Rekha Kantilal Shah, Member (Technical)

Appearances (via Video Conference):

Ms. Madhuri Pandey, PCS.] For the Petitioner

ORDER

Per: Rekha Kantilal Shah, Member (Technical)

1. This Court is congregated through hybrid mode.
2. Learned Counsel/Authorised Representative appearing on behalf of the parties were heard in extenso.
3. The present Company Petition being CP/156(KB)2025 has been filed under Section 97(1) of the Companies Act, 2013 read with Rules 11 and 74 of the NCLT Rules, 2016 by Mr. Sandeep Mukherjee. The Authorized Share Capital of the Company is Rs. 20,00,000/- consisting of 2,00,000 equity shares of Rs. 10/- each and the paid-up share capital of the Company is Rs. 10,00,000 consisting of 1,00,000 equity shares of Rs. 10/- each. The applicant is seeking the following relief(s), inter alia:

(a) In view of the facts mentioned, the Applicant/petitioner prays to the Hon'ble NCLT Bench, Kolkata, to give appropriate orders directing the Company (Respondent No.1) to hold the Annual General Meeting for the Financial year from 31st March 2022 to 31st March 2024;

(b) Directions that the petitioner present in person shall alone constitute the quorum for the Annual General Meeting of the company Respondent No.1;

(c) An order thereby dispensing the requirements of issuance of notice to the shareholders/members of the Company Respondent No.1;

(d) An order restraining Respondent No.2 from imposing any fine on Respondent No.1 and/or the petitioners and/or the Directors of the Company respondent no.1;

(e) Ad-interim orders in terms of prayers above;

(f) Such further orders and/or directions be passed as this Hon'ble Bench may deem fit and proper;

4. The Petitioner submits that the Respondent Company, i.e., UNMESH INDUSTRIES PRIVATE LIMITED, is a Company incorporated on 13th October, 2020 under the Companies Act, 2013 having its Registered Office at 32, Chowringhee Road, Om Tower, 7th Floor, Unit No. 706, Park Street, Suit No. 5A, Kolkata West Bengal, India-700071.
5. Ld. Counsel/Authorised Representative for the Petitioner submits that the Company (respondent no. 1) could not hold its Annual General Meeting for the financial years 2021-22 to 2023-24.
6. The Petitioner submits that the Company (respondent no. 1) could not hold its Annual General Meeting for the financial year 2021-22 to 2023-24.
7. The Petitioner states that the Respondent Company, namely, UNMESH INDUSTRIES PRIVATE LIMITED, has not held its Annual General Meeting for the Financial Years ended on 2021-22 to 2023-24 due to various reasons which are as under:
 - a. The compilation of the annual accounts for the financial years 2021-22 to 2023-24 was significantly delayed due to a critical data crash affecting the Company's financial records.
 - b. The essential accounting data required for the statutory audit became temporarily inaccessible, thereby obstructing the timely finalisation of the accounts.

c. The retrieval and reconstruction of the crashed financial data required extensive time and technical intervention, given the volume and complexity of transactions, and the auditors faced substantial difficulty in verifying and reconciling the reconstructed data.

d. The audit process was further hampered by a shortage of auditing personnel and delays in obtaining confirmations and information from third-party vendors and statutory authorities.

e. Owing to the above unavoidable technical failures and resulting audit delays, the Company (Respondent No. 1) could not hold its Annual General Meetings, and the adoption of the Annual Reports for 2022 to 2024 remains pending.

8. The Petitioner states that there are no orders passed by any court restraining the Petitioner or the company from functioning and/or holding its Annual General Meeting. There is an extreme urgency in the matter as the financial statements of the Company are yet to be approved and adopted by the company in its Annual General Meeting. The Petitioner states that respondent No. 1 will be penalized if the Annual General Meeting is not directed to be convened. In the view of extreme urgency in the matter, it is a just and fit case for passing an interim order as prayed for.
9. We have heard Ld. Counsel appearing on behalf of the Petitioner and the Ld. Counsel/Authorised Representative appearing on behalf of the Respondent, who submit that the accounts have now been got prepared and audited and, as such, the Annual General Meeting can now be held.

10. Accordingly, we hereby give the following directions in the exercise of the powers conferred on this Tribunal under section 97(1) of the Companies Act, 2013 read with Rule 11 and Rule 74 of the National Company Law Tribunal Rules, 2016:

(a) The Respondent, namely, UNMESH INDUSTRIES PRIVATE LIMITED, shall hold its Annual General Meeting within 45 days from the date of this order, to finalise 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. 75,000/- (rupees seventy five thousands only)

(b) to the RoC West Bengal, and with a further fine 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.

(b) The Respondent No. 1 Company is directed to give 21 days' clear notice in advance, either in writing or through electronic mode in the manner prescribed, to 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, which shall contain a statement of the business to be transacted at such meeting.

(c) The General Meeting of the Company be convened to transact the Ordinary Business of approval and adoption of the Audited Financial Statements for the Financial Years ended on 31st March, 2022, 31st March, 2023, and 31st March, 2024. The Meeting shall be deemed to be the Annual General Meeting of the Company. The Meeting shall be held by following various statutory protocols and advisories scrupulously.

(d) The quorum shall consist of the petitioner present in person.

(e) Notice shall be issued to all the members in accordance with section 101 of the Companies Act, 2013.

11. Accordingly, this application being CP/156(KB)2025 shall stand disposed of.
12. The Registry is directed to send e-mail copies of the Order forthwith to all the parties and their Ld. Counsel for information and for taking necessary steps.
13. Urgent certified copies of this Order, if applied for with the Registry of this Adjudicating Authority, be supplied to the parties upon compliance with all requisite formalities.
14. File be consigned to records.

Rekha Kantilal Shah
Member (Technical)

Labh Singh
Member (Judicial)

Order signed on this, 22nd day of 2026.

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