

NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT – II)
(Vacation Bench)

Item No.1
(Supplementary List)

COMP.APPL/96(CH)2026
COMP.APPL/97(CH)2026
COMP.APPL/98(CH)2026
And
CP No. 48/Chd/Hry/2026

IN THE MATTER OF:

Ankur Agarwal

...

Petitioner

Versus

Sumantra Tech Services Private Limited ...

Respondent

Under Section: 241-242 & 244(1) of the Companies Act, 2013

Rule: 11 of NCLT, 2016

Order delivered on 23.06.2026

CORAM:

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

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

PRESENT:-

For the Petitioner in main : Adv. Chandra Shekhar Yadav, Adv.
CP as well as in Pakhi Dutta Roy
COMP.APPL/96(CH)2026
COMP.APPL/97(CH)2026
COMP.APPL/98(CH)2026

For the Respondent No.1 &2 : Adv. Vibhu Agnihotri
in main CP as well as in (on advance notice)
COMP.APPL/96(CH)2026
COMP.APPL/97(CH)2026
COMP.APPL/98(CH)2026

ORDER

CP No. 48/Chd/Hry/2026

1. This is a Company Petitioner filed under Section 241, 242 & 244 of the Companies Act, 2013 by the Petitioner-Mr. Ankur Agarwal. Ld. Counsel Mr.

Chandra Shekhar Yadav appears for the Petitioner and submits that the Petitioner is having 17.06% shareholding in the Respondent Company No.1 namely **Sumantra Tech Services Private Limited**. Ld. Counsel further submits that the said Company Petition is already listed on 02.07.2026 and in that context, the Petitioner has also filed the Company Application bearing COMP.APPL/98(CH)2026 for early hearing of the said Company Petition.

2. Ld. Counsel Mr. Vibhu Agnihotri appears for the Respondent No.1 (**Sumantra Tech Services Private Limited**) and Respondent No.2 (**Anup Kumar Adlakha, Director**).

3. After preliminary hearing in the matter, we consider it appropriate to **issue notice of this Company Petition to the Respondents**.

Ld. Counsel Mr. Vibhu Agnihotri accepts the notice on behalf of R1 & R2. Therefore, the requirement of serving the notice with respect to Respondent Nos.1 & 2 is dispensed with.

4. Reply be filed within two weeks with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

5. **As regards 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 them at their registered address 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 two weeks. Reply be filed within two weeks

with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

6. List the matter on **23.07.2026**.

COMP.APPL/96(CH)2026

1. This is a Company Application filed under Rule 11 of the NCLT Rules, 2016 for setting aside of the Termination Letter dated 05.06.2026 issued by Respondent No.1 Company, whereby the services of the Applicant as Chief Technology Officer ("**CTO**") have been terminated.

2. Ld. Counsel Mr. Chandra Shekhar Yadav appearing for the Applicant submits that the Applicant was appointed as Chief Technology Officer ("**CTO**") with effect from 01.01.2016. Ld. Counsel further submits that the Applicant is also a Shareholder and Director of the Respondent No. 1 Company. Ld. Counsel also submits that on the very day when the Applicant filed Company Petition No. CP/48/CH/2026, i.e., on 05.06.2026, the impugned termination letter was issued terminating his services as Chief Technology Officer ("**CTO**"). It is contended that the said action is arbitrary and prejudicial to the rights and interests of the Applicant. Accordingly, a prayer has been made for staying the operation and effect of the Termination Letter dated 05.06.2026.

3. We have heard the Ld. Counsel Mr. Chandra Shekhar Yadav appearing for the Applicant.

Issue notice of this Company Application to the Respondents.

Ld. Counsel Mr. Vibhu Agnihotri accepts the notice on behalf of R1 & R2. Therefore, the requirement of serving the notice with respect to Respondent Nos.1 & 2 is dispensed with.

4. Reply be filed within two weeks with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

5. **As regards 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 them at their registered address 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 two weeks. Reply be filed within two weeks with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

6. List the matter on **23.07.2026**.

COMP.APPL/97(CH)2026

1. This is Company Application filed under Rule 11 of the NCLT, Rules, 2016 seeking stay of the Board Meeting scheduled to be held on 25.06.2026.

2. Ld. Counsel Mr. Chandra Shekhar Yadav appearing for the Applicant submits that Respondent No.1 Company was incorporated on 15.09.2015; and pursuant to a Shareholders' Agreement dated 22.12.2015, the Applicant also

became a shareholder of Respondent No.1 Company and was allotted 1,000 equity shares. Subsequently, additional shares were allotted/transferred to him and presently he holds 8,828 equity shares constituting approximately 17.06% of the paid-up share capital of Respondent No.1 Company.

3. Ld. Counsel further submits that the Applicant was appointed as Chief Technology Officer (CTO) with effect from 01.01.2016 and was thereafter, inducted as an Additional Director on 25.02.2019. The Ld. Counsel further submits that the appointment was subsequently regularized as a Director and applicant is continuing to hold the office of Director of the R-1 company as such till date.

4. Ld. Counsel further submits that upon inspection of the records available on the MCA Portal and upon receipt of communications from the Registrar of Companies, the Applicant came to know that Respondent Nos.4 and 5 had been appointed as Additional Directors of Respondent No.1 Company. Referring to Form DIR-12 filed before the Ministry of Corporate Affairs; Ld. Counsel submits that Respondent Nos.4 and 5 are shown to have been appointed as Additional Directors pursuant to a Board Meeting allegedly held on 19.02.2026.

5. Ld. Counsel submits that no notice of the said Board Meeting was ever served upon the Applicant despite his being a Director of the Company. It is contended that the appointment of Respondent Nos.4 and 5 is illegal, void and contrary to the provisions of the Companies Act, 2013.

6. Ld. Counsel further submits that notice dated 17.06.2026 has been issued for convening a Board Meeting on 25.06.2026 and Respondent Nos.4 and 5 have also been called upon to participate therein. It is submitted that one of the agenda items pertains to confirmation of minutes of previous Board Meetings and resolutions passed by circulation. According to the Applicant, permitting Respondent Nos.4 and 5 to participate in the proposed meeting would prejudice his rights and may result in further alteration of the management and governance structure of Respondent No.1 Company.

7. Ld. Counsel has also drawn our attention to an email communication dated 08.04.2026 sent by the Applicant to Respondent No.3 seeking clarification as to whether she as a Director had attended any such Board Meeting on 19.02.2026 concerning the appointment of Respondent Nos.4 and 5. It is submitted that Respondent No.3, in her reply vide email of the same date, stated that she had not attended any such Board Meeting.

8. Ld. Counsel argues that at the relevant time there were only three Directors, namely the Applicant, Respondent No.2 and Respondent No.3. Therefore, if the Applicant and Respondent No.3 had not attended any Board Meeting on 19.02.2026, then Respondent No.2 alone could not have validly constituted a Board Meeting for appointing Respondent Nos.4 and 5 as Additional Directors.

9. We have also heard Ld. Counsel Mr. Vibhu Agnihotri appearing for Respondent Nos.1 and 2. The learned counsel submits that there is no such move for removal of the applicant as a director.

10. Keeping in view the fact that Respondent No.3 has also stated that she had not attended any Board Meeting concerning the appointment of Respondent Nos.4 and 5 on 19.02.2026 and considering the agenda items proposed for the Board Meeting scheduled on 25.06.2026, we deem it appropriate to direct that the said Board Meeting may proceed as scheduled, the Applicant would be entitled to participate therein; however, the Respondent Nos.4 and 5 shall not attend or participate in the said Board Meeting or in any subsequent Board Meeting convened, if any, till the next date of hearing.

11. Ld. Counsel appearing for Respondent Nos.1 and 2, on instructions, also submits that Respondent Nos.4 and 5 shall not participate in the proposed Board Meeting.

12. With these directions, **issue notice of this Company Application to the Respondents.**

Ld. Counsel Mr. Vibhu Agnihotri accepts the notice on behalf of R1 & R2. Therefore, the requirement of serving the notice with respect to Respondent Nos.1 & 2 is dispensed with.

13. Reply be filed within two weeks with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

14. **As regards 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 them at their registered address 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 two weeks. Reply be filed within two weeks with a copy in advance to the counsel opposite. Rejoinder thereto, if any, be filed within one week thereafter, with a copy in advance to the counsel opposite.

15. List the matter on **23.07.2026**.

COMP.APPL/98(CH)2026

This is a Company Application filed under Rule 11 of the NCLT Rules, 2016 seeking early hearing of the main Company Petition bearing CP No. 48/CH/2026, which is already listed on 02.07.2026. It is noted that the main Company Petition has already been listed today on the application moved by the applicant for urgent listing along with connected company applications. In view thereof, the present Company Application has become infructuous.

Accordingly, **COMP.APPL/98(CH)2026 stands disposed of.**

Sd/-

**(K. BISWAL)
MEMBER (JUDICIAL)**

Sd/-

**(K. K. SINGH)
MEMBER (TECHNICAL)**