

**COMPANY LAW BOARD**  
**NEW DELHI BENCH**  
**NEW DELHI**

CP NO. 128(ND)2015

CA NO.

PRESENT: CHIEF JUSTICE M. M. KUMAR  
CHAIRMAN

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NEW DELHI BENCH OF THE  
COMPANY LAW BOARD ON 18.02.2016

NAME OF THE COMPANY: **M/s. JST Transformateurs SAS**

**Vs.**

**M/s. JST Stesalit Transformers Pvt. Ltd. & Ors.**

SECTION OF THE COMPANIES ACT: 397, 398, 402,403 & 406 the Companies Act 1956.

<u>S.NO.</u>	<u>NAME</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	Ashim Sood		} Advocates for Petitioner	Nayantara
2.	Mayank Pandey			
3.	Nayantara Vishra			
4.	Namrata Bhagwatula			

**ORDER**

CA No. 45(C-1)/2016:

This is an application with a prayer to grant permission for notifying the proposed notice and agenda for the Board Meeting to the Directors of R-1 company and to convene the meeting of two directors on the date and time.

2. The prayer has been made despite the provision in article 7.6 of the Articles of Association requiring the presence of one nominee Director of Petitioner as well as R-2. On account of the fact that R-2 has not put in appearance who holds 30% of shareholding, it has become necessary to grant permission so that statutory obligations casts on the Respondent No.1 company may be complied with and it is able to avoid violation of the various provisions of Companies Act and other laws.

P.T.O.

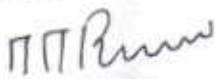
3. I have heard ld. counsel for the applicant.

4. Having perused the proposed agenda for the Board Meeting to be held on 24.03.2016, I am unable to approve the same in its entirety. It is an order made as an exception to allow the Board Meeting despite Article 7.6 of the Articles of Association. This order is being rendered by invoking the powers under s. 402 and 403 of the Companies Act, 1956. In that regard, I also place reliance on the observations made in paras 22 and 23 of the judgment of Hon'ble Supreme Court rendered in the case of *M.S.D.C. Radharamanan v. M.S.D. Chandrasekara Raja (2008) 6SCC750* and para 26 of the judgment rendered by the Hon'ble Delhi High Court in the case of *Sanjay Gambir v. D.D. Industries Ltd.* ILR(2013) II Delhi 1038. Therefore I am allowing only those agenda items to be taken up which are necessary for discharging statutory obligations or of extreme urgent nature. It would thus be just and equitable to permit holding of Board Meeting on 24.03.2016 on the proposed agenda except agenda items no. 4, 7 and 10 which are not to further statutory obligations or of such an urgency that functioning of the respondent No.1 company would come to standstill. Therefore only those items are permitted to be taken up which are necessary to fulfill statutory obligations or of such an urgency which are absolutely necessary for smooth functioning of the company.

5. However, the same would be subject to all just exceptions. The resolution passed in the Board Meeting may be placed on record with all the details.

6. It is also made clear that the meeting shall be held at the Registered Office of the company at Baddi (Himachal Pradesh) and not at any other place. This order should not be construed to have put any restraint on R-3 who is a nominee Director of Respondent No.2. In other words, if R-3 wishes to attend the above Board Meeting he should not be stopped on account of this order. Every effort shall be made to serve the agenda of Board Meeting on Respondent No.2 and Respondent No.3.

7. List for further consideration on 30.03.2016 at 10.30 AM.

  
[CHIEF JUSTICE M.M. KUMAR]  
CHAIRMAN

Date: 18.02.2016  
[ ravi ]