

**NATIONAL COMPANY LAW APPELLATE TRIBUNAL**  
**PRINCIPAL BENCH, NEW DELHI**

**Company Appeal (AT) No. 54 of 2021**

**IN THE MATTER OF:**

**Electrotherm (India) Ltd.**

**...Appellant**

**Versus**

**Mukesh B. Bhandari & Ors.**

**...Respondents**

**Present: -**

**For Appellant: Mr. Virender Ganda, Sr. Advocate with Mr. Pratyush Kr. Yadav and Mr. Ayan Deb Mitra, Advocates.**

**For Respondent: Mr. CS Rahul Sahasrabuddhe, SRPS & Co, Company Secretaries.**

**WITH**

**Company Appeal (AT) No. 55 of 2021**

**IN THE MATTER OF:**

**Electrotherm (India) Ltd.**

**...Appellant**

**Versus**

**Mukesh B. Bhandari &Ors.**

**...Respondents**

**Present: -**

**For Appellant: Mr. Virender Ganda, Sr. Advocate with Mr. Pratyush Kr. Yadav and Mr. Ayan Deb Mitra, Advocates.**

**For Respondent: Mr. CS Rahul Sahasrabuddhe, SRPS & Co, Company Secretaries.**

**WITH**

**Company Appeal (AT) No. 56 of 2021**

**IN THE MATTER OF:**

**Shailesh B. Bhandari**

**...Appellant**

**Versus**

**Electrotherm (India) Ltd. &Ors.**

**...Respondents**

**Present: -**

**For Appellant: Mr. Virender Ganda, Sr. Advocate with Mr. Pratyush Kr. Yadav and Mr. Ayan Deb Mitra, Advocates.**

**For Respondent:Mr. Satvik Varma, Sr. Advocate with Mr. Chandra Shekhar Yadav and Mr. Tanveer Oberoi, Advocates.**

**Mr. CS Rahul Sahasrabuddhe, SRPS & Co, Company Secretaries.**

**WITH**

**Company Appeal (AT) No. 57 of 2021**

**IN THE MATTER OF:**

**Sailesh B. Bhandari**

**...Appellant**

**Versus**

**Electrotherm (India) Ltd. & Ors.**

**...Respondents**

**Present: -**

**For Appellant: Mr. Sunil Kumar, Sr. Advocate with Mr. Pratyush Kr. Yadav, Advocates.**

**Mr. Sanjay Bhandari, AR.**

**For Respondent: Mr. Satvik Varma, Sr. Advocate with Mr. Chandra Shekhar Yadav and Mr. Tanveer Oberoi, Advocates.**

**Mr. CS Rahul Sahasrabuddhe, SRPS & Co, Company Secretaries.**

**ORDER**  
**(Virtual Mode)**

**24.05.2021** All these four Appeals namely Company Appeal (AT) Nos. 54, 55, 56 & 57 of 2021 the appellants have impugned the order dated 04.05.2021 passed by NCLT, Ahmedabad Bench, Court -1 passed in M.A. 08 of 2021 in CP No. 93 of 2018 & Company Appeal 27 of 2021 in CP 38 of 2019 whereby and where under the Tribunal have passed the following order:

“ i) Respondent no. 1 company as well as Respondent No. 5 in M.A. 08 of 2021 are directed to appoint Mr. Siddarth Bhandari as joint Signatory of all bank accounts of the Respondent no. 1 company with immediate effect. The accounts shall be operated under joint signature of Mr. Shailesh Bhandari and Mr. Siddarth Bhandari.

**Company Appeal (AT) Nos. 54, 55, 56 & 57 of 2021**

- ii) Mr. Siddarth Bhandari shall also be a special invitee to all board meetings of the company which are held henceforth.
  - iii) All policy decisions which may affect smooth running of the Respondent no. 1 company as a going concern or otherwise to protect interest of other stake holders such as financial lenders shall be taken with consent of Mr. Mukesh Bhandari and Siddarth Bhandari. Without expression of any opinion on merits of their appointment, all independent directors would exercise their rights in terms of the provisions of Companies Act, 2013 r.w. Schedule-IV thereto.
  - iv) The Petitioner in Comp. Appl. 27 of 29018 shall have unfettered right to run day to day affairs as Managing Director of Respondent no. 1 Company and he shall not be restricted / prevented from access to the company premises or in properties owned by the Respondent no. 1 company so as to run business affairs subject to directions given hereinabove.
  - v) Interim order given earlier also to continue till further orders.”
2. From the perusal of the records it appears that Company Appeal (AT) No. 54 of 2021 have been preferred by ‘Electrotherm (India) Ltd.’ The Company itself.
3. From the perusal of the affidavit annexed with the Appeal it transpires that one Shailesh Bhandari who is duly sworn the affidavit but in the affidavit Shailesh Bhandari have not make any averments duly authorised by Board of

Directors or any competent legal authority to file this Appeal on behalf of Appellant company.

4. Although, Sailesh Bhandari separately filed Company Appeal (AT) Nos. 56 & 57 of 2021 against the same impugned order which are also been heard with these Appeals.

5. Learned Counsel for the Appellant is directed to take necessary steps and file appropriate application making corrections in the cause title of the Company Appeal (AT) No. 54 of 2021.

6. Learned Counsel for the Respondent No. 1 to 3 have appeared and waived notice. Learned Counsel for the Respondent No. 4 is also appeared and waived notice. Respondent Nos. 5 to 18 are proforma respondents, so no notice is required.

7. In Company Appeal (AT) No. 54 of 2021 at page 558 of the Appeal Paper Book I.A. No. 875 of 2021 have been filed under Rule 11 read with rule 31 of the NCLAT Rules, 2016 with a prayer at para 8 reads as under:

“ 8. Prayer

In the aforesaid premises and in the interests of justice, it is most respectfully prayed that this Hon’ble Appellate Tribunal be pleased to:

a) Pass an interim order of staying the operation and implementation of the direction contained in Paragraph No. 2(i), (ii) and (iii) of the impugned order dated 04.05.2021 passed by the Honourable National Company Law Tribunal, Ahmedabad Bench (“NCLT”) in Company Application No. 27 of 2021 in Company Petition No. 38 of 2019;

b) Ex – parte order in terms of the aforementioned

**Company Appeal (AT) Nos. 54, 55, 56 & 57 of 2021**

paragraph be granted;

c) Pass such other or further orders as may be deemed fit, in the facts and circumstances of the case.

8. Learned Counsels for the Respondents are directed to file Reply Affidavit in main Appeal as well as aforesaid I.A. within one week. Rejoinder, if any, may be filed within three days thereafter.

9. Learned Counsel for the Appellant in Company Appeal (AT) No. 54 of 2021 further submits that he has sent an email to Registrar, NCLAT to bring subsequent development after filing of the Appeal. Further submits that after passing of the impugned order dated 04.05.2021 by NCLT, Ahmedabad Bench, Court -1 the interim directions and pursuant thereto Board of Directors meeting was convened on 20.05.2021 to consider the directions of the Tribunal.

10. It is further submitted that on the aforesaid date as there was lack of quorum the Board meeting cannot be convened and as per the statutory requirement under Companies law the meeting of Board of Directors were adjourned for 7 days and the meeting of Board of Directors have been rescheduled to be held on 27.05.2021.

11. Learned Counsel for the Appellant while pressing the I.A. No. 875 of 2021 submitted and referring to the agenda of meeting No. 02/2021-22 which runs as here under;

“The Board of Directors have been considered the interim order dated

04.05.2021 passed by NCLT, Ahmedabad Court-1 whereby

**Company Appeal (AT) Nos. 54, 55, 56 & 57 of 2021**

direction no. (i) the Tribunal directed to appoint Mr. Siddarth Bhandari as joint Signatory of all bank accounts of the Respondent no. 1 company with immediate effect. The accounts shall be operated under joint signature of Mr. Shailesh Bhandari and Mr. Siddarth Bhandari”

submits that this Tribunal may stay the direction as contained in clause no. (i) of the impugned order.”

12. List these Appeals on 07.06.2021 till then no further meeting of Board of Directors of the Appellant company shall be convened and held.

13. As meeting of the Board of Directors could not be convene on 20.05.2021 due to lack of quorum and next meeting is on 27.05.2021 statutory period of 7 days, there is no question of staying the directions as contained in paragraph (i) of the impugned order. This Tribunal already stay the further meeting of Board of Directors till next date in the matter.

14. List these Appeals ‘For Admission (After Notice) on **7<sup>th</sup> June, 2021.**

15. Let the order be uploaded in the website and communicate to NCLT, Ahmedabad.

**[Justice Anant Bijay Singh]**  
**Member (Judicial)**

**[V.P. Singh]**  
**Member (Technical)**

R.N./g.c/