

**NATIONAL COMPANY LAW APPELLATE TRIBUNAL**

**NEW DELHI**

**COMPANY APPEAL (AT) No. 156 OF 2017**

**(arising out of order dated 24th March 2017 passed in T.C.P. No. 212 of 2016 in C.P. No. 21 of 2016 by National Company Law Tribunal, Chennai Bench)**

**In the matter of:**

**Ramabhadran Sivaraman      ...      Appellant**

**Vs**

**M/s. Star Quarry and Aggregates  
Private Limited & Ors.      ....      Respondent**

**Present:**

**For Appellant:**      Mr M.S. Vishnu Sankar and Ms Athira G Nair,  
Advocates.

**ORDER**

**15.05.2017**      - This appeal has been preferred by Appellant against impugned order dated 24<sup>th</sup> March 2017 passed by National Company Law Tribunal, Chennai Bench (hereinafter referred to as Tribunal) in a petition under Section 397 and 398 read with Section 402 of the Companies Act, 1956. By the impugned order the Tribunal while held 'oppression and mismanagement' against the Appellant by the Respondents and allowed the Company Petition but made following observation:-

*"17. In the light of the above discussions and relying upon the ratio laid down in the cases referred above, we allow the Company Petition and declare that the acts of Respondents 2 to 4 are oppressive of the rights of the petitioner and prejudicial to the interest of Ri company. Therefore, we set aside the change of designation of the petitioner that was made on 21.5.2014 and consequentially restore the position of the petitioner as Managing Director, set aside the decision of shifting of registered office of Ri company to "Thannimootil Veedu", Chingeli, Pulippara P.O., Kadakkal, Kollam, kerala-691 536 and restore the registered office to its original location i.e., KP-i 8/1074, New Bangalaw, Kadakkal, Kerala-691536;*

*declare the allotment of 6000 equity shares of Rs. 100/- each to R2 and R3 on 20.6.2014 as illegal and order to rectify the register of members of the company in order to delete 6000 shares from the folio of the 2<sup>nd</sup> and 3rd Respondents respectively; set aside the increase of authorised share capital of Ri company from Rs.5 lakhs to Rs. 15 lakhs; declare the resolutions passed at the Board meetings allegedly held on 21.5.2014, 20.6.2014 and 25.8.2014 as null and void; set aside the filing of Forms DIR-12, PAS-3, INC-22 and 20B for the years ending 31.3.2013 and 31.3.2014 with the RoC, Emakulam; set aside the resolutions passed at EGM allegedly held on 28.3.2014 as null and void; set aside the filing of Forms MGT-1 4 and SH-7 that were illegally filed with RoC, Ernakulam and set aside the appointment of Respondent N6.5 as Director of Ri company; set aside the filing of Form DIR-12 filed in relation to the appointment of R5 as Director of Ri company and also set aside the resolution passed on 29.4.2016 by which increase of the authorised capital from Rs. 15 lakhs to Rs. 25 lakhs and removal of the petitioner as Director of Ri company were contemplated and declare that the petitioner has been the Mg. Director of Ri company throughout.*

18. *The petitioner is directed to withdraw the petition [W.P. No. 19712 of 201 6] filed before the Hon'ble High Court of Kerala, to get the quarrying lease released from litigation and make available the user ID and Password of the licence for explosives to 1<sup>st</sup> Respondent Company to commence its business as per its object. The answering Respondents and the petitioner are directed to start business of the company by implementing this order within four weeks from the date the copy of the order is received, or the date on which the order gets uploaded on the webs ite of the NCLT, whichever is earlier. Accordingly, the company petition stands disposed of"*

After hearing the parties when Appellate Tribunal was not inclined to interfere with the order, Ld. Counsel for the Appellant prays for and allowed to withdraw the appeal.

The appeal stands disposed of as withdrawn.

**(Justice S. J. Mukhopadhaya)  
Chairperson**

**(Mr. Balvinder Singh)  
Member (Technical)**