

NATIONAL COMPANY LAW APPELLATE TRIBUNAL
CHENNAI BENCH

Company Appeal (AT) (CH) No. 04 of 2021

IN THE MATTER OF:

Kerala Chamber of Commerce and Industry

...Appellant

Versus

Tap World & Ors.

...Respondents

Present:

For Appellant: Mr. Abhinav Vashisht, Sr. Advocate with Mr. Dhruv Dewan, Mr. Rohan Batra, Ms. Priya Singh, Ms. Chandni Ghatak and Mr. Padmanabh Sethunath, Advocates.

For Respondents:

ORDER
(Through Virtual Mode)

22.02.2021: Order dated 27th November, 2020 passed by National Company Law Tribunal, Kochi Bench, Kerala (hereinafter referred to as "Tribunal") in I.A. No. 99/2020 filed under Section 420(2) of Companies Act, 2013 to the limited extent of refusing to rectify certain mistakes stated to be apparent on the face of the record in order dated 29th November, 2019 passed by the Tribunal in I.A. No. 66/2019 is assailed in this appeal. It is pointed out by Mr. Abhinav Vashisht, Sr. Advocate representing the Appellant that appointment of Shri Justice (Retd.) K. Narayana Kurup appointed as Chairman of Annual General Meeting (AGM) for 2017-18 and 2018-19 of the Appellant Company could not be sustained as his son-in-law's company was a member of the Appellant Company and Mr. A. J.

Cont'd..../

Rajan is not Secretary of the Appellant Company anymore. It is further pointed out by Mr. Abhinav Vashisht that the name of Shri Justice (Retd.) K. Narayana Kurup was initially considered for appointment as Chairman for conducting AGM but on objections being raised Mr. P. S. Anthony, former District and Sessions Judge was appointed as Chairman in his place. However, Mr. P. S. Anthony expressed his inability to continue as Chairman due to various reasons. It is submitted that there is clear conflict of interest since Shri Justice (Retd.) K. Narayana Kurup's Son-in-law's firm is a Member of Appellant and as such entitled to vote in the AGM. It is submitted that in the circumstances pointed out, appointment of Shri Justice (Retd.) K. Narayana Kurup as Chairman for conducting AGM of Appellant was not warranted and Mr. A. J. Rajan allegedly found in possession of the stolen files of the Appellant firm and leaking of confidential information with criminal cases registered against him and his employment at Hestia Medicare Pvt. Ltd. terminated for misappropriation of funds cannot be a trusted and reliable person to act as Secretary of the Chairman. In this factual scenario, Appellant apprehends likelihood of bias at the hands of the Chairman. It is further submitted that Mr. A. J. Rajan was not holding office of Secretary prior to passing of impugned order and he cannot hold office of the Secretary on strength of the impugned order.

Issue notice upon Respondents. Appellant to provide mobile Nos./e-mail address of the Respondents. Requisites along with process fee be filed within three days. Notice be issued through e-mail or any other available mode.

List the appeal 'for admission (after notice)' on **9th March, 2021**.

Meanwhile, as an ad-interim, it is provided that AGM of the Appellant Company for 2017-18 and 2018-19, if called, shall stand deferred for four weeks from date of passing of this order.

**[Justice Bansi Lal Bhat]
Acting Chairperson**

**[Justice Venugopal M.]
Member (Judicial)**

am/gc