**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**DIVISION BENCH (COURT NO- II)**

**KOLKATA**

**C.P No. 182/KB/2025**

***A Petition under Section 97(1) of the Companies Act, 2013 read with Rule 11 and 74 of the National Company Law Tribunal Rules, 2016.***

**IN THE MATTER OF:**

**MR. ANISH KUMAR GOENKA**

...Petitioner

**-VS-**

**1. M/S GG KNIT FAB PRIVATE LIMITED**

**2. THE REGISTRAR OF COMPANIES, KOLKATA, WEST BENGAL.**

...Respondents

**Coram:**

**Shri. Labh Singh, Member (Judicial)**

**Ms. Rekha Kantilal Shah, Member (Technical)**

**Appearances (via Physical/Video Conference):**

**For the Petitioner:**

Ms. Shreya Choudhary, Adv.

Ms. Meenakshi Manot, Adv.

**For the Respondent No. 1:**

Ms. Arundhuti Barman, Adv.

Mr. Biswajit Sarkar, Adv.

**Date of Pronouncement: 15.09.2026**

## O R D E R

**Per: Rekha Kantilal Shah, Member (Technical)**

1. The court convened through physical/hybrid mode.

2. The present Company Petition has been filed by **Mr. Anish Kumar Goenka** (herein referred to as 'Petitioner') shareholder of **M/s GG KNIT FAB Private Limited** (herein referred to as 'Respondent Company') holding **78300 equity share** of the Respondent Company. The Petitioner *inter alia* seeking following reliefs:

***a)*** *Appropriate orders calling or directing the calling of the Annual General Meetings for the Financial Years ended 2020-2021 to 2024-2025 for the Company and consequential compliances be allowed and such ancillary or consequential directions be passed as this Hon'ble Tribunal thinks expedient;*

***b)*** *An order restraining the respondent no. 2 from imposing any fine on the company and/or the petitioner herein;*

***c)*** *Ad-interim orders in terms of prayers above;*

***d)*** *Such further orders and/or directions be passed as this Hon'ble Tribunal may deem fit and proper.*



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**PLEADINGS AND SUBMISSIONS OF THE PETITIONER**

3. The Petitioner, Mr. Anish Kumar Goenka, has filed this petition as a shareholder of M/s GG KNIT FAB Private Limited, contending as follows:-

i) GG KNIT FAB Private Limited (CIN: U17120WB2009PTC138916) is a private company incorporated on 15.10.2009 under the provision of the Companies Act, 1956. The Authorized Share Capital of the Company is Rs. 34,00,000/- consisting of 3,40,000 equity shares of Rs. 10/- each and the paid-up capital, issued capital and subscribed capital of the Company is Rs. 29,81,440/- consisting of 2,98,144 equity shares of Rs. 10 each. A copy of Master Data is annexed hereto marked as Letter-B.

ii) The company is managed by 2 (three) Directors namely Anish Kumar Goenka (DIN: 02773702) and Dinesh Kumar Gupta (DIN: 02773711).

iii) The details of the shareholders in the Respondent Company as reflected in pages 30 is extracted below:

| Name | Type of Share/Debenture | Number of Shares/Debentures | % age |
|---|---|---|---|
| ANISH KUMAR GOENKA | Equity | 78300 | 26.26 |
| DINESH KUMAR GUPTA | Equity | 85000 | 28.51 |


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| Name | Type of Share/Debenture | Number of Shares/Debentures | % age |
|---|---|---|---|
| DINESH KUMAR GUPTA | Equity | 20931 | 7.02 |
| PRABHU DAYAL GOENKA | Equity | 18087 | 6.07 |
| KAMAL KUMAR GOENKA | Equity | 9897 | 3.32 |
| MANOJ KUMAR GUPTA | Equity | 12600 | 4.23 |
| MANOJ KUMAR GUPTA HUF | Equity | 13028 | 4.37 |
| SHRUTI GUPTA | Equity | 12815 | 4.30 |
| NEELAM GOENKA | Equity | 42788 | 14.35 |
| AMITA GUPTA | Equity | 4698 | 1.58 |

iv) The last Annual General Meeting of the Respondent Company was held for the financial year ending 31st March, 2020, at which the Audited Financial Statements, including the Balance Sheet, Profit and Loss Account, Cash Flow Statement, Auditor's Report and Directors' Report for the said year, were duly approved and adopted by the members present.



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v) The Respondent Company thereafter failed to hold it's Annual General Meetings for the financial years 2020-2021 to 2024-2025.

vi) The Applicant submits that the said default occurred on account of prolonged business disruption caused by the COVID-19 pandemic and consequent financial and operational constraints, which delayed the finalization of accounts, financial reconciliation and compilation of necessary information, thereby preventing the Company from filing statutory annual returns and convening its AGMs for the said period.

vii) To address the delay, the Respondent Company applied to the Registrar of Companies on 29th August, 2025 and again on 22nd October, 2025 (SRN AB7532196) seeking extension of time for holding the AGMs. The Registrar of Companies granted a 21-day extension vide order dated 24th October, 2025, pursuant to which the Company complied with Form GNL-1. However, despite the extension granted, the Company failed to hold the AGMs.

viii) The Applicant, in his capacity as a shareholder and member, approached the Respondent Company for convening the pending AGMs for the financial years 2020-2021 to 2024-2025. The Company reiterated the aforesaid reasons, including disruption caused by the COVID-19 pandemic, for its continuing default.


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ix) The Applicant states that the accounts of the Company for the financial years 2020-2021 to 2024-2025 are now ready.

x) The Applicant submits that this Tribunal has the power and jurisdiction under Section 97 of the Companies Act, 2013 to call or direct the calling of the AGMs of the Company, and to pass such ancillary and consequential directions as it may deem expedient, there being a default on the part of the Company in holding its AGMs.

xi) The Applicant further prays that Respondent No. 2 be restrained from imposing any fine on the Company on account of the aforesaid default.

xii) The Applicant submits that there is extreme urgency in the matter as the financial statements of the Company for the said years remain unapproved and un-adopted in the absence of the AGMs, and that a strong prima facie case exists in the Applicant's favour, with the balance of convenience lying in favour of the reliefs sought.

4. We have heard the Ld. Counsels appearing for the Petitioner and the Ld. Counsel appearing for the Respondent. The Ld. Counsel for the Respondents Company does not have any objection to the application being allowed.

5. We note that the Company’s failure to convene the Annual General Meetings for the financial years 2020-21 to 2024–25 within the stipulated period was attributable to prolonged


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business disruption caused by the COVID-19 pandemic and consequent financial and operational constraints, which delayed the finalization of accounts thereby preventing the Company from filing statutory annual returns and convening its AGMs for the said period. Further, it is observed that, notwithstanding the order dated 24.10.2025 passed by the Registrar of Companies, Kolkata, whereby an extension of 21 days was granted to the Respondent Company for convening and holding the AGMs the Respondent Company failed to comply with the said order and did not convene and hold the AGMs within the extended period.

6. Now let us examine various provisions under the Companies Act, 2013 related to Annual General Meetings. Section 96 of the Act provides a mandatory timeline for conveying the Annual General Meeting of a Company. Section 96 reads as under:

> ***"Section 96: Annual general meeting.***
> *(1) Every company other than a One Person Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of a company and that of the next:*
> ***Provided** that in case of the first annual general meeting, it shall be held within a period of nine months from the date of closing of the first financial year of the company*


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*and in any other case, within a period of six months, from the date of closing of the financial year:*

***Provided** further that if a company holds its first annual general meeting as aforesaid, it shall not be necessary for the company to hold any annual general meeting in the year of its incorporation:*

***Provided** also that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months.*

*(2) Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situate:*

***Provided** that annual general meeting of an unlisted company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance:*

***Provided** further that the Central Government may exempt any company from the provisions of this sub-section subject to such conditions as it may impose.*

***Explanation–** For the purposes of this sub-section, "National Holiday" means and includes a day declared as National Holiday by the Central Government."*

7. Now once the Company defaults under Section 96 of the Act to convene an Annual General Meeting, the Tribunal has the power to call for an Annual General Meeting. Section 97 of the Act reads as under:

***"Section 97: Power of Tribunal to call annual general meeting.***

*(1) If any default is made in holding the annual general meeting of a company under section 96, the Tribunal may, notwithstanding anything contained in this Act or the articles of the company, on the application of any member of the company, call, or direct the calling of, an annual general meeting of the company and give such ancillary or consequential directions as the Tribunal thinks expedient: Provided that such directions may include a direction that one member of the company present in person or by proxy shall be deemed to constitute a meeting.*

*(2) A general meeting held in pursuance of sub-section (1) shall, subject to any directions of the Tribunal, be deemed to be an annual general meeting of the company under this Act."*

8. We are not satisfied with the explanation given by the petitioner. As such, we hold that the company, by not holding its AGM for the years' financial year 2020-21 to 2024-25 and by not taking the required steps to ameliorate the situation, the respondent company have violated Section 99 of the Companies Act 2013 and have thus made themselves liable for Punishment for default in complying with the provisions of Section 99.

9. Subject to the above, we hereby give the following directions in the exercise of the powers conferred on this Tribunal under section 96 and 97(1) of the Companies Act, 2013 read

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with Rule 11 and Rule 74 of the National Company Law Tribunal Rules, 2016:

i) Respondent Company shall call, convene and hold a General Meeting of its Members within **45 (Forty-Five) days** from the date of this order to transact the ordinary business of approval and adoption of the Audited Annual Return and Financial Statements for the financial year **2020-21 to 2024-2025.**

ii) Such Meeting shall be considered as an Annual General Meeting of the Respondent Company for the financial year **2020-21 to 2024-25.**

iii) We direct that one member of the Respondent Company present in person or by proxy shall be deemed to constitute a valid Annual General Meeting of Respondent Company.

iv) Notice shall be issued to all the shareholders in accordance with section 101 of the Companies Act, 2013.

v) As such, we levy a fine of **Rs. 1,25,000 (Rupees One Lakhs and Twenty-Five Thousand Only) on the respondent company for violating Section 96 of the Companies Act, 2013** and the same shall be payable to **Registrar of Companies ('RoC') Kolkata.** This shall be in addition to the late fees and fines that would be required to be paid as per the assessment of the RoC, Kolkata, in the matter. The RoC, Kolkata, shall ensure compliance and assist the company in complying with this order.


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vi) The Petitioner is granted liberty to approach this Tribunal in case there is still any difficulty in holding the Annual General Meeting as directed aforesaid.

10. Accordingly, **C.P No. 182/KB/2025** is **allowed** and **disposed of**.

11. The Registry is directed to send copies of the Order forthwith to all the parties and their representative.

12. Registry is also directed to send a copy of this Order to the Registrar of Companies, Kolkata, West Bengal.

13. Certified Copies of this order may be issued, if applied for, upon compliance of all requisite formalities.

**(Rekha Kantilal Shah)**
**Member (Technical)**

**(Labh Singh)**
**Member (Judicial)**

**Order signed on the 15th day of September, 2026**

*S.T. (LRA)*



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