Noteworthy Recent Rulings under Company Law

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ICAI Pune Branch - Companies Law Refresher Course

Scope & Coverage

- Reference to particular provision of Cos. Act, 1956 & 2013,

- **Rulings on Cos. Act:**

a) Postal Ballot & BM via Video Conferencing,
b) Duties & Liabilities of directors,
c) Managerial Appointment,
d) Certification of eForms,
e) Issue of CA certificate in certain cases.

HC: Compulsory voting by postal ballot/e-voting not applicable to Court-convened meetings

Bombay HC

Justice GS Patel

In the Scheme of Amalgamation

of

Wadala Commodities Ltd.

with

Godrej Industries Ltd.

Postal Ballot

Extract of Sec. 110 of Cos. Act, 2013

(1) Notwithstanding anything contained in this Act, a company:

*(a) **shall**, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and*

*(b) **may**, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,*

in such manner as may be prescribed, instead of transacting such business at a general meeting.

(2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Rights of shareholders

Clause 49(I)(A) of SEBI circular speaks of 'Rights of shareholders', which includes:

- *Right to participate in and to be sufficiently informed on decisions concerning fundamental corporate changes;*
- *Right to participate effectively and vote in general shareholder meetings;*
- *Right to ask questions to the board, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limits.*

Issue involved in the case:

Whether in view of Sec. 110 of Cos. Act, 2013 and SEBI Circular (May 21, 2013), a resolution for approval of Scheme of Amalgamation can be passed by majority of equity shareholders casting their votes by Postal Ballot (which includes e-voting) in complete substitution of an actual meeting?

Justice GS Patel's incisive commentary

- *Heart of Corp. Governance lies transparency and well-established principle of indoor democracy that gives shareholders qualified, yet definite and vital rights in matters relating to company functioning in which they hold equity.*

- *Principal among these, is not merely right to vote on any particular item of business, so much as the right to use vote as an expression of an informed decision. Therefore,* ***Shareholder has an inalienable right to ask questions, seek clarifications and receive responses before he decides which way he will vote****.*

- *Schemes of Arrangement/Compromise are amended at a meeting itself. These amendments come from the floor or even perhaps from Board itself. Amendment is then put to vote.*

- *In a postal ballot, no such amendment is possible.* ***If we were to restrict ourselves to a postal ballot, no shareholder or any director could ever suggest any amendment. Scheme would stand or fall only in its original form. This is contrary to the mandate of Sec. 391-394.***

'Called' Meeting V/s 'Ordered' Meeting

- *Even so Sec. 230 still speaks of '**calling of a meeting**' and '**not merely putting the matter to vote**'. It has to be remembered that all schemes that are put to meeting of shareholders are proposed schemes. This means that they are subject not only to approval by voting but also, possibly, to an amendment at the meeting itself.*

- ***Meetings for approval of Schemes u/s 391/394 of 1956 Act are not 'called' by Co. Such meetings are 'ordered' by the Court.***

Dialogue & discourse are fundamental to making of every such informed decision

- *Nothing could be more detrimental to shareholders' rights than stripping them of the right to question, the right to debate, the right to seek clarification; and, above all, the right to choose, and to choose wisely.*

- *Vote is an expression of Opinion & it must reflect an informed decision. Dialogue & discourse are fundamental to making of every such decision.*

Conclusion

- ***Provisions for compulsory voting by postal ballot & by e-voting to exclusion of actual meeting cannot & do not apply to 'court-convened meetings'***
- ***At Court convened meetings, provision must be made for postal ballots & e-voting, in addition to an actual meeting.***
- ***Elimination of all shareholder participation at an actual meeting is anathema to some of the most vital of shareholders' rights,***
- ***It is strongly recommended that till this issue is fully heard and decided, no authority or any company should insist upon such postal-ballot-only meeting to the exclusion of an actual meeting.***
- ***Govt. & SEBI should appear before Court, when this matter is next taken up for a consideration of this issue.***

NCLT: Quashes Board resolutions passed without Joint MD participation, despite availability on 'Skype'

NCLT, New Delhi

B.S.V. Prakash Kumar, Judicial Member

Rupak Gupta

Vs

U.P. Hotels Ltd.

LSI-1130-NCLT-2016-(NDEL)

Cos. (Meetings of Board & its Powers) Rules, 2014

Rule – 3

Cos. (Meetings of Board and its Powers) Rules, 2014

(Meetings of Board through video conferencing or other audio visual means)

Rule 3(3): Co. shall comply with foll. procedure, for convening & conducting BMs through video-conferencing or other audio visual means.

Rule 3(3)(e): Director, who desire, to participate may intimate his intention of participation through the electronic mode at beginning of calendar year and such declaration shall be valid for one calendar year.

Obligation upon directors convening the meeting to provide every facility to directors asking video conference

- *Rule 3 is meant for providing video-conferencing, indeed it is the duty of directors convening the Board meeting to inform other directors regarding the options available to them to participate in video-conferencing mode or other audio video mode or other options available to them.*

- *It is the obligation upon directors convening the meeting to provide every facility to directors asking video conference and enable them to participate in Board meeting.*

NCLT's observations on Board Meeting via video-conferencing

- ***"Sub-rule 3(e) only says that if intimation is given at beginning of Calendar Year that will remain valid for entire Calendar Year. It is not said anywhere that if it is not given at beginning of year, Video Conference facility is not to be provided in that Calendar Year.***

- ***It does not mean that directors are not entitled for Video Conferencing if intimation is not given at beginning of Calendar Year.***

- ***When a provision is read, it has to be read wholly and not in pieces"***

HC: Upholds AoA clause requiring investor consent to initiate litigation; Discharges Azim Premji

Bombay HC

Justice S. J. Kathawalla

Subhiksha Trading Services Ltd.,

R. Subramanian

V/s

Azim Premji

LSI-1129-HC-2016-(BOM)

Broad facts

1. In an interview, Mr. Azim Premji said "*investing in Subhiksha was a mistake and a lot of money has been siphoned off*".

2. Rs. 500-Crore defamation suit was filed by Subhiksha and R. Subramanian (Promoter/MD) against Mr. Azim Premji.

3. **Provision in AoA:** Consent of VC Investor required for: *Commencement or discontinuance of any litigation or arbitration which is material in the context of the company's business.*

AoA provision (for initiating litigation) does not violate Contract Act

- Upheld Premji's contention that AoA requires consent of atleast 1 VC investors & rejected Subhiksha's contention that such AoA clause is void as it violates Sec. 28 of Contract Act ('Agreements in restraint of legal proceedings, void')

- ***Article 17A of AoA does not contain a bar to filing of a suit, it simply prescribes a condition precedent for filing the same.***

- ***There is nothing in law to prevent Co.'s AoA having such provision.***

- ***Defamatory suit seeking Rs. 500 crore in damages is certainly 'material' in the context of co.'s business.***

Rejects OL's contention of ratifying failure to obtain board's consent

- HC rejected OL's contention that it can ratify such failure to obtain board's consent as required by AoA and that it is entitled to prosecute the suit u/s 441 and 457 of Cos. Act, 1956.

- ***It would amount to an opportunistic misuse of the provisions of law***

Sec. 196(3)(a) of Cos. Act, 2013

Extract of Relevant provision:

No co. shall appoint or continue the employment of any person as MD, WTD or Manager who:

(a) Is below the age of 21 years or has attained age of 70 years:

***Provided that** appointment of a person who has attained the age of 70 years may be made by passing a special resolution in which case the Explanatory Statement annexed to the notice for such motion shall indicate the justification for appointing such person.*

HC: Director turning 70 years not to attract automatic 'mid-stream' disqualification

Bombay HC

Justice GS Patel

Sridhar Sundararajan ('SS')

Vs

Ultramarine & Pigments Ltd. &

Rangaswamy Sampath ('RS')

LSI-626-HC-2015-(BOM)

Broad Facts

- RS was appointed as CMD of listed co. on August 13, 1990. On May 21, 1998, SS was appointed as director.
- On August 1, 2012, RS was re-appointed as CMD for term of 5 years till 2017. On same day, SS was also appointed as Joint-MD.
- Cos. Act, 2013 was enforced w.e.f. April 1, 2014
- RS attained the age of 70 years on November 11, 2014.
- SS contended that "*On the 70th birthday of RS, he earned himself statutory disqualification*"

Interpretation of Single Judge

- *Sec. 196(3) does not operate to interrupt appointment of any Director made prior to coming into force of 2013 Act.*

- *It also does not interrupt the appointment of MD appointed after April 1, 2014 where at the date of MD's appointment / re-appointment was below the age of 70 years but crossed that age during his tenure.*

Contextual reading of the words in Sec. 196(3)

- Interprets Sec. 196(3), use of the words "*No company shall appoint or continue the employment of….*", states that the words should be read contextually.

- Draws parallel reference from Sec. 269 of 1956 Act, holds "*there was no 'discontinuance' of MD at the age of 70 years and the section applied only to his appointment (including re-appointment)*".

'70 years' was never an automatic mid-stream disqualification

- *70 years was never an automatic mid-stream disqualification even under 1956 Act.*

- Single Judge relied on SC ruling in P. Suseela & Ors. Vs University Grants Commission (2015) wherein it was held that "*it is relevant to distinguish between an existing right and vested right. Where a statute operates in future it cannot be said to be retrospective merely because within the sweep of it operation all existing rights are included*"

HC: Automatic disqualification trigger for directors turning 70, though appointment made pre-Cos Act, 2013

Bombay HC

Justice VM Kanade

&

Justice Dr. Shalini Phansalkar-Joshi

Sridhar Sundararajan ('SS')

Vs

Ultramarine & Pigments Ltd. & Rangaswamy Sampath ('RS')

[LSI-938-HC-2016-(BOM)]

"MD attaining 70 years would immediately be disqualified"

- Bombay HC's Single Judge Order was quashed.
- Division Bench held that disqualification for MD appointment on ground of age limit would act 'automatically'
- Thus, MD attaining 70 years would immediately be disqualified.
- *RS was disqualified from continuing as MD, unless he fulfilled the requirements of the proviso i.e. company has to continue his appointment by a special resolution and, secondly, that resolution must state the reason why the continuation is necessary.*
- *Intention was to change earlier position by providing that person who has been appointed as MD before he was 70 years old is prohibited from continuing as MD once he has attained the age of 70.*

"Language of Sec. 196(3)(a) is plain, simple & unambiguous"

- Rejected RS's contention that Sec. 196(3)(a) is not applicable to MD's appointment before April 1,2014, held "*it would otherwise retrospectively affect vested right of such MD and, secondly, that there is presumption against legislation operating retrospectively*".

- *Language of Sec. 196(3)(a) is plain, simple and unambiguous and it applies to all MDs who have attained the age of 70 years and there is no distinction between MD who have been appointed before April 1, 2014 and those after April 1, 2014.*

- Div. Bench rejected reliance on MCA Circular that clarified conditions specified in Schedule XIII Part – 1 of Cos. Act, 1956 (requiring satisfaction only at the time of appointment).

HC: Director carrying competing business breaches fiduciary duty, imposes restriction, interprets Sec. 166

Delhi HC

Justice Manmohan Singh

Rajeev Saumitra

Vs

Neetu Singh

[LSI-931-HC-2016-(DEL)]

Facts : Director commencing competing business

- Plaintiff ('Husband') & Defendant (wife) were holding 50% shares in Paramount Coaching Centre Pvt. Ltd. (earlier, sole proprietary) Co. was in the business of imparting education, training for various national competitive examinations;

- Wife had approached Plaintiff to allow her to teach English subject in the coaching institute;

- Wife had poor financial condition. After 8-9 months, parties got married.

… Facts : Director commencing competing business

- After marriage, wife started hatching conspiracy to get her family members inducted in Co. and accordingly with necessary consents / permissions were taken for conversion of Coaching Centre into Co.
- Simultaneously, wife incorporated OPC ('Paramount Reader Publication Pvt. Ltd.') and started competing with the business of Paramount Coaching Centre Pvt. Ltd. i.e. diverting the business, staff, students and monies.
- Parties disputed on TM – 'PARAMOUNT' & approached Civil Court.
- Husband filed petition u/s 397-398 for mismanagement in Paramount Coaching Centre Pvt. Ltd.

HC: Director carrying competing business breaches 'fiduciary duty'

- HC held that wife has breached fiduciary duty u/s 166 of Cos. Act, 2013 by initiating competing business;
- Restrained her from using TM of 'Paramount'
- *"She has not exercised her duty with due & reasonable care, diligence & she was involved in the situation in which there was a direct interest that conflicted with co.'s interest, in order to gain advantage by herself and her relatives..... Being a Director, wife is guilty of making undue gain and she is also guilty of carrying out competing business of co."*

"Sec. 166 is akin to common law right"

- Even if his/her co. may or may not be benefitted from the same, the said party is under a duty to pay over to co. which he or she has betrayed by disloyalty;

- Interpreted Sec. 166, "*in case director violates duties prescribed in Sec. 166, cause of action accrues in co.'s favour. The said section is akin to the common law right. It is merely repository to Director's fiduciary duties. It does not apply to shareholder. Common law does not prevent plaintiff to take protection of common law rights, even if statute excludes it specifically*".

Sec. 164 & 167 of Cos. Act, 2013

Sec. 164 – Disqualifications for appointment of director.

Sec. 167 – Vacation of Office of director

Sec. 164(2) of Cos. Act, 2013

Extract of the relevant provision

No person who is or has been a director of a co. which:

(a) has not filed financial statements or annual returns for any continuous period of 3 FYs; or

(b) .....

shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of 5 years from the date on which the said company fails to do so.

Sec. 167 of Cos. Act, 2013 – Vacation of Office of Director

Extract of the relevant provision

(1) The office of a director shall become vacant in case:

(a) He incurs any of the disqualifications specified in Sec. 164;

(b) …

(c) …

(2) ….

(3) Where all the directors of a company vacate their offices under any of the disqualifications specified in sub-section (1), the promoter or, in his absence, the Central Govt. shall appoint the required number of directors who shall hold office till the directors are appointed by the company in the general meeting.

Kolkatta CLB: Prospective application of Sec. 164 &167

Kolkatta CLB

Shri. Dhan Raj, Member

Raj Shekhar Agrawal

Vs

Pragati 47 Development Ltd.

[LSI-985-CLB-2015-(KOL)]

Facts of the case

- Petitioners filed 397/398 petition alleging acts of oppression/mismanagement in affairs of Respondent Co.
- Petition was pending for adjudication;
- Respondents filed an application praying for an order of injunction restraining / declaring as non-est appointment of any Advocate-on-record/Counsels under claimed authorization of erstwhile directors of Respondent Co., as they had vacated their offices in terms of Sec. 167(1)

… Facts of the case

- Respondent Co. submitted that all erstwhile directors vacated their offices in terms of Sec. 167(1) read with Sec. 164(2), due to default committed by erstwhile directors in filing, the financial statements of Respondent Co. & and its subsidiary cos. for 3 consecutive years.

CLB: Prospective application of Sec. 164 & 167

- *Provisions of Sec. 164 & 167 have been notified w.e.f. April 1, 2014 and, hence, consequential action u/s 167(3) accrues on non-filing of financial statements for 3 years commencing from April 1, 2014.*

- *Erstwhile Directors continue to be validly and legally appointed directors and hence, the said Board of Directors is competent to appoint the Advocate by following the provisions of law.*

Sec. 179 of Income Tax, 1961

Sec. 179 of Income Tax, 1961

Liability of directors of private company in liquidation

Notwithstanding anything contained in the Cos. Act, 1956, where any tax due from Private Co. cannot be recovered, then, every person who was a director of Private Co. at any time shall be jointly and severally liable for the payment of such tax

Unless he proves that non-recovery cannot be attributed to any gross neglect, misfeasance or breach of duty on his part in relation to the affairs of Co.

Guj. HC: Pierces corporate-veil, Holds director liable for tax-dues of 'de facto' Pvt. Co.

Gujarat High Court

Justice Akil Kureshi

and

Justice A. J. Shastri.

Ajay Surendra Patel

Vs

Deputy Commissioner of Income-Tax

Broad Facts:

- Petitioner was appointed as Additional director of Hirak Biotech Ltd. ('HBL') and was holding 98.33% of the shareholding in HBL.
- Income Tax Dept. raised demand for Rs. 240.82 lakhs on account of tax evasion which pertained to the year during which petitioner was acting as a director.
- Dept. initiated recovery proceedings and made all possible efforts to recover impugned demand. It was then contended that substantial accommodation entries were made during the period when petitioner was director in HBL.
- Dept. holding that HBL was set-up essentially for accommodation entries, invoked Sec. 179 of Income Tax Act.
- Petitioner-Director filed a writ petition before Gujarat HC.

Facts leading to lifting of Corporate Veil

- Existence of huge financial transactions, serious default, total non-co-operation in Co.
- HC observed that Co. appears to have been spearheaded by one of the directors only.
- Serious defaults in financial transactions with J&K Bank & Ahmedabad People's Co-Op. Bank of huge amounts
- HC observed that *"all these combination of circumstances makes this is a fit case to resort to a principle of lifting of corporate veil enshrined in Sec. 179 of Income Tax Act".*

HC's observation w.r.t. "Accommodation entries"

Main Object of the Co. was to carry on the business of floriculture, agriculture, horticulture etc.

However, the Co. had executed its business that of trading and distribution of ice-cream quite de-hors from Main Object

HC observed that "*It appears that Co. is set-up for different purpose than which is posed before the authority at the time of incorporation. Therefore, the inference which has been raised by Dept. that Co. is set up essentially for the purpose of accommodation entries might not be ignored, though attempt is made to establish contrary.*"

History of Petitioner's Background in the Co.

- Petitioner has resigned in Sep. within a short span
- But, thereafter there was no substantial business of Co.
- After that there is huge accrual of debts of Co.
- And for recovery of that, even the properties have been auctioned and sold away under the steps of Securitization Act and
- ***Therefore, it appears that after resignation of the petitioner what has been left with the company is huge liabilities only***.
- Huge demand to the extent of Rs. 240.82 lacs of Tax Revenue remained outstanding and despite aforesaid vigorous steps, nothing is recovered from Co. which has compelled the Dept. to initiate action u/s 179 of Income Tax Act against all the responsible directors.

Factual matrix – Director's gross neglect – Income Tax provisions invoked by HC

- *Entire factual matrix would clearly indicate that this position of Co. in a gradual process to a virtual closure is on account of gross neglect, misfeasance or beach of duty on the part of directors in relation to Co. affairs.*

- *Therefore, the conditions which are contained in Section 179 before its invocation are appearing on the face of it which rightly visualized by the Dept. for passing the order which is impugned in the petition.*

Director's duties u/s 166 vis-a-vis Corporate Governance

- Fiduciary obligation does not cease with Resignation.
- Sec.166(3) of Cos. Act which spells out that director shall exercise his duties with due and reasonable care.
- HC relied on SC's ruling in N. Narayanan v. Adjudicating Officer, SEBI [AIR 2013 SC 3191], wherein it was held that "*Failure of Corporate Governance on the part of directors if they failed to exercised due care and diligence and thereby, allowing fabrication of figures and false disclosure, they would be liable for such omissions and commissions*".

Public Co. considered as 'Private Co.' for Sec. 179 of Income Tax Act

- *Close look at Co. affairs, the manner in which affairs proceeded with, all indicate that in actual terms the Co. has not acted as Public Ltd. Co. in true sense;*
- *It is also revealing that during tenure of petitioner, huge cash flow is deposited and practically use of cash flow deposit to be looked into substantially the Co. is used for object for which it has not been set-up;*
- *There is no involvement of public in the share capital or in any form of asset and there is no share subscription issued from public by Co. in question;*
- *Therefore, practically the Co. appears to have systematically operated as if it is a private concern. On the contrary, a Public limited Co. has to act more in responsible manner than Private Ltd. Co.*

CLB: Serious lapses in filing cannot be rectified by Sec. 111 petition, observes mala fide

CLB Mumbai Bench

Ashok Kumar Tripathi, Judicial Member

Badve Engineering Ltd., In re

[LSI-83-CLB-2014-(MUM)]

Facts of the case

Petitioner Co. had allotted Equity shares to its existing shareholders in its board meeting held on different dates.

Petitioner Co. filed Form 2 with wrong details:

a) No. of Eq. Shares was wrongly filled as 7,00,000 instead of 1,400
b) No. of Eq. Shares was wrongly filled as 93,00,000 instead of 18,600
c) Amount of premium was also not filled in the Form 2.

Petitioner Co. prayed that for rectifying register of members, with a justification that "*Mistake in filling Form No.-2 was caused due to oversight and not with wilful intention*"

Serious lapses in filing cannot be rectified by Sec. 111 petition

- ***Version of Petitioner-Co. claiming an inadvertent typographical error in e-Forms is extremely doubtful;***

- Petitioner has approached CLB with unclean hands. Petition seems collusive & filed with ulterior purpose.

- ***Such major mistakes cannot be repeated one after another and go unnoticed by signatories who have signed e-Forms***

Error in filing eForm 2 can be rectified by capital reduction procedure

- ***Petitioner co. cannot reduce paid-up share capital when filing Annual Return with ROC, without complying with procedure u/s 100 of Cos. Act, 1956 & without seeking confirmation of HC.***

- CLB forwarded copy of its order to Director (Inspection), MCA & SEBI for necessary action.

HC: 'Gross negligence' 'Professional Misconduct' of Statutory Auditor issuing false IPO certification, costs him ICAI members

Telangana & AP High Court

Chief Justice Ramesh Ranganathan and

Justice M. Satyanarayana Murthy

ICAI Vs Mukesh Gang

[LSI-1299-HC-2016-(AP)]

Broad Facts of the case

- Practising CA was the Statutory Auditor of an unlisted public co. (Co. was in the process of making an IPO),
- PCA had certified the receipt of entire promoters' contribution when only 15% of 'subscription money' was actually received, and cheque for remaining amount had bounced,
- He contended that he had verified only co.'s bank book (which showed that cheques were received), not expecting the promoters' cheques to bounce based on their track record/reputation.

…. Broad Facts of the case

- ICAI's Disciplinary Committee had framed charges and after following prescribed procedure, had found Respondent guilty of misconduct CA Act,

- Disciplinary Committee had forwarded its report to ICAI's Central Council, who accepted the findings and moved HC to remove Respondent's name from ICAI roster

HC: If false certificate is issued by Auditor, it would amount to his failure to discharge his statutory duties

- HC stated that IPO Prospectus is a special document of the Co. and it is Auditor's duty to certify receipt of entire sums due towards promoters contribution before shares are offered to the public at large.

- *If false certificate is issued by the Auditor, it would amount to his failure to discharge his statutory duties, as he must be presumed to be aware of the consequences that flow from such gross negligence of a false certification*

- *CA is a professional whose expertise in accountancy is acknowledged….Certificate issued by an Auditor has its own impact on the public at large, as it is largely on the basis of this certificate that the general public subscribe to the shares of co.*

HC decoded 'certification'

- HC interpreted the term 'certification', and opined that, *"Certification is a formal procedure by which an accredited or authorized person or agency assesses and verifies the attributes characteristics, quality, qualification or status of individuals or organisations, goods or services....Certification refers to the confirmation of certain characteristics of an object, person, or organization";*

- *It is imperative that utmost care and caution is exercised in issuing such certificates, and the objectivity, integrity, reliability and credibility of the information therein is ensured"*

HC: CA's False certification has enabled Co. Promoters to squander public money

- *HC: False certification by the respondent has enabled the promoters of the company to squander public money, on inducing the general public to subscribe to the share capital of the company*

- *HC: Taking a lenient view, or exonerating such professionals, would encourage others to indulge in similar acts, and completely erode the faith of the general public in the impartiality and integrity of the members of the Institute, and bring the Institute itself into disrepute*

Conclusion drawn by HC

- HC suspended Chartered Accountant's ICAI membership for a period of 3 years (from Nov. 1, 2016 to Oct. 31, 2019)

Q & A Session

Thank you Members
Thank you ICAI, Pune for the opportunity! ☺

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