

Commercial's

National Company Law Tribunal (NCLT) & National Company Law Appellate Tribunal (NCLAT)

Law, Practice & Procedure



KEY FEATURES

- **Curated Case Laws:** Expertly selected from over 10,000 IBC and Companies Act judgments—focused on relevance, impact and practical utility.
- **Visual Flowcharts:** Simplifying complex IBC processes for better clarity and retention.
- **In-Depth Commentary:** Covers vital aspects of NCLT practice including mergers, amalgamations, and restructuring.
- **Legislative Evolution:** Offers a historical perspective on the development of the IBC for deeper understanding.

Prachi Wazalwar

8th Edition

Commercial Law Publishers (India) Pvt. Ltd.

WITH THE BLESSING OF MATA VAISHNO DEVI

Published

By

COMMERCIAL LAW PUBLISHERS (INDIA) PVT. LTD.

Head Office: 4239/1, SHAKAHAR BHAWAN,
ANSARI ROAD, DARYA GANJ, NEW DELHI- 110002

Phones: 43502007, 43502008, 43011562, 43452009

e-mail: commercialhouse@yahoo.co.in

Website: commerciallawpublishers.com

PRICE : Rs. 3295/-

ISBN: 978-93-5603-963-6

8th Edition, 2025

© RESERVED WITH THE AUTHORS

PUBLISHING RIGHTS RESERVED WITH THE PUBLISHERS

Printed at

TAJ PRESS, NOIDA

Despite every effort taken to avoid any error or omission, there may still be chances for such errors and omissions to have crept in inadvertently. This book is sold with the understanding that neither the authors/ editors nor the publishers shall be responsible for any damage or loss in whatever manner, consequent to any action taken on the basis of the contents of this book, caused to any person, whether a purchaser or not. No part of this book may either be copied or reproduced in any form or any manner whatsoever without the prior written permission of the authors/editors and publishers.

All Disputes are subject to Delhi Jurisdiction.

To
My parents

Mr. Vijay and Jyoti Manekar
&
Mr. Deepak and Meenakshi Wazalwar

Preface



Dear Professionals,

As we mark nine years since the establishment of the National Company Law Tribunal (NCLT) and the National Company Law Appellate Tribunal (NCLAT), it is truly inspiring to witness how these institutions have evolved and significantly contributed to India's corporate legal framework. From their inception to the present day, including their full transition to digital operations, these tribunals have consistently adapted to the changing landscape, reinforcing their pivotal role in corporate governance and insolvency resolution.

In recent years, we have seen a seamless integration of digital technology into the functioning of both NCLT and NCLAT. While the transition to virtual hearings initially began as a necessity during the pandemic, it has now become an integral part of the tribunals' operational framework. E-filing, virtual hearings, and digital case management have drastically improved efficiency, making access to justice faster, more streamlined, and increasingly accessible.

This edition of the book comes at a time when the Companies Act, 2013, and the Insolvency and Bankruptcy Code (IBC), 2016, continue to evolve through amendments, judicial interpretations, and regulatory updates. The NCLT and NCLAT have played a key role in adjudicating complex corporate and insolvency matters, striking a balance between the interests of various stakeholders while upholding the principles of economic justice.

The insolvency law in India has undergone significant development since the enactment of the Insolvency and Bankruptcy Code in 2016. Initially, many companies entered liquidation. However, after the *Ghanashyam Mishra* case and a series of judgments clarifying that new resolution applicants would not be burdened with past liabilities, investor interest in companies under the Corporate Insolvency Resolution Process (CIRP) grew. As a result, the number of resolutions under the Code increased. Investor interest surged further after the insertion of Section 32A, which clarified that new resolution applicants and management would not be held responsible for past prosecutions. Important judgments, such as *Tata Steel BSL Limited v. UOI* and *Manish Kumar v. UOI*, reaffirmed and expanded the interpretation of Section 32A. This was followed by timely amendments from the Insolvency and Bankruptcy Board of India (IBBI), including allowing multiple resolution plans, which facilitated the resolution of companies with diversified businesses and real estate projects. Consequently, investor interest in NCLT cases has grown exponentially. In my experience, for most companies with strong value, there are often several interested bidders.

In FY 2023-24, we saw an unprecedented surge in the approval of resolution plans under the IBC, further demonstrating the effectiveness of the legal framework. As a result, the number of companies whose insolvency was resolved increased significantly — from 19 in FY 2017-18 and 75 in FY 2018-19 to 269 in FY 2023-24.

Initially, when the IBC law was enacted, there was confusion on several aspects, such as the limitation period, financial debt, and other matters, leading to conflicting decisions. However, through several important rulings by the Tribunals and the Apex Court, many of these issues have now been settled, with many questions no longer remaining *res integra*. Additionally, regulatory updates have resolved numerous conflicts and challenges faced during the insolvency and liquidation process. For example, the law on the limitation period for IBC cases is now well-settled. Moreover, there is significant clarity on the approval of resolution plans, ensuring a more predictable process.

While the law has settled in many areas, certain aspects of the IBC are still evolving. I have observed that an increasing number of real estate companies are entering the Corporate Insolvency Resolution Process (CIRP), and the law surrounding the insolvency of real estate companies is still developing. Similarly, there is likely to be significant progress in areas such as personal insolvency, group insolvency, and pre-packaged insolvency.

Regarding the Companies Act, I find that the law pertaining to NCLT matters has largely settled. Since the Companies (Amendment) Act, 2021, there have been no significant amendments affecting NCLT practice. Therefore, I have retained the case laws from previous editions, as many recent judgments follow the same principles established by earlier case law. I have refrained from including repetitive case laws in order to maintain a concise and focused approach, avoiding unnecessary volume.

A new feature added to this edition is a set of flowcharts, which I have used in my lectures to explain important processes under the IBC. I hope you find these useful, as a picture is worth a thousand words, and they can greatly help in explaining complex processes in a more accessible way.

I trust this book will serve as a valuable guide for practitioners in the field of insolvency. I encourage those who have benefited from earlier editions to leave testimonials on my LinkedIn page, as I would be delighted to include and share them in future editions.

I extend my sincere gratitude to the professional community for their continued support and encouragement. Your feedback and suggestions are invaluable in shaping future editions of this book.

Warm Regards,
Prachi Wazalwar

Acknowledgement



Writing a book is an evolving journey, one of deep understanding, meticulous analysis, and clear expression. The task of updating this book was immense, given the vast legal developments and the plethora of case laws that have emerged since the seventh edition in 2021. However, with the unwavering support of my remarkable team, we successfully compiled and structured this edition in record time.

I thank Mr. Navneet for his constant encouragement and unwavering belief. Despite his busy schedule, he never fails to heed the call for guidance and advise.

I thank Mr. Vijay Manekar for his constant support and guidance. His recommendations and guidance have always been solution oriented.

I extend my heartfelt gratitude to the esteemed members of the NCLT & NCLAT for their unwavering dedication to justice and their valuable guidance. Their judicial acumen, commitment to corporate jurisprudence, and interpretation of laws have been instrumental in shaping the evolving landscape of company law and insolvency jurisprudence. I sincerely thank NCLT Registry for their contribution in seamless operation of NCLT. This book is a humble tribute to their relentless efforts in ensuring the effective implementation of the Companies Act, 2013, and the Insolvency and Bankruptcy Code, 2016. I thank all the officials of IBBI for their efforts in effective implementation of IBC framework and their proactive approach to ensure effective and expeditious insolvency resolution.

Ankush Kumar, Bhargavi Kumari, Kartik Goenka, Adv. Arusha Bapat, Adv. Shawn Fernandez and Adv. Koteshtfred Dasarai, Sudarshan Bhosale were a part of my core team for completing the 8th Edition. They have dedicated countless hours over several months, often working late into the night, to edit the book and update the case digest. Ankush, Bhargavi and Kartik, despite being law students, possess excellent understanding and exceptional dedication. Adv. Arusha and Adv. Shawn have impressive drafting and time management skills. It is truly gratifying to see such promising talent entering our profession, and I sincerely appreciate their invaluable assistance.

As regards my previous editions, I thank Adv. Ayushi Shastri, Rajvi Vaishnav, Aditya Manekar, Adv. Sakshi Bangar, Avanti Khangal for their efforts.

I want to thank Adv. Manan Sanghai who helped me in the uphill task of finding a great team for editing the book. I thank Adv. Ahmed Chunawala for giving me his valuable inputs on the topic of compromise and arrangement.

I also want to thank Aditya Manekar, Ketaki Nikumbh, Harshwardhan Agarwal for their able support in legal research, interpretation and drafting.

I want to thank my publisher M/s Commercial Law Publisher (India) Pvt. Ltd. for the time and efforts that they have put in bringing out this book in record time.

This book is a collective effort, and I am profoundly grateful to **everyone** who has contributed their time, energy, and expertise. Without their support, this edition would not have been possible.

CONTENTS



| | |
|--|--------------|
| <i>Preface</i> | <i>v</i> |
| <i>Acknowledgement</i> | <i>vii</i> |
| <i>List of Sitting Judges/Members of NCLAT & NCLT</i> | <i>li</i> |
| <i>Schedule of fees under The Insolvency and Bankruptcy Code</i> | <i>lv</i> |
| <i>Important Developments from 2019 Onwards: At a Glance</i> | <i>lvii</i> |
| <i>Forms Under The Insolvency and Bankruptcy Code</i> | <i>lxxix</i> |

PART - 1

CONCISE REFERENCER

| | |
|--|-----|
| Powers of NCLT: At a Glance | R3 |
| Notified Sections under IBC as on 1st July, 2021 | R10 |

CASE DIGEST: LIST OF IMPORTANT PRONOUNCEMENTS UNDER COMPANIES ACT

| | |
|---|------|
| 1. Transfer and Transmission of Securities | R17 |
| 2. Reduction of Share Capital | R41 |
| 3. Deposits: Delays and Defaults | R50 |
| 4. Tribunal Convened General Meetings | R65 |
| 5. Reopening of Accounts | R71 |
| 6. Revision of Financial Statements | R76 |
| 7. Tribunal Directed Investigation | R79 |
| 8. Compromise and Arrangement and Amalgamation | R88 |
| 9. De-Registration, Striking off of Companies and Director Disqualification | R119 |
| 10. Winding Up & Dissolution | R133 |
| 11. Revival and Rehabilitation of Sick Companies | R144 |
| 12. Compounding of Offence | R145 |
| 13. Sections 407-434: NCLT & NCLAT | R146 |
| 14. Meeting of Board and its Power | R152 |
| 15. Jurisdiction and Limitation | R154 |
| 16. Removal of Names of Companies from Register of Companies | R156 |
| 17. Miscellaneous | R160 |

Case Digest: List of important Judgments under IBC

| | |
|---|------|
| 1. Section 7: Initiation of Corporate Insolvency Resolution Process by Financial Creditor | R182 |
|---|------|

| | | |
|-----|--|------|
| 2. | Section 9: Application for Initiation of Corporate Insolvency Resolution Process by Operational Creditor | R245 |
| 3. | Section 10: Initiation of Corporate Insolvency Resolution Process By Corporate Applicant | R276 |
| 4. | Section 10A: Suspension of Initiation of Corporate Insolvency Resolution Process | R283 |
| 5. | Section 12: Time Limit for Completion of Insolvency Resolution Process | R290 |
| 6. | Section 12A: Withdrawal of Application Admitted Under Section 7, 9 or 10 | R300 |
| 7. | Sections 14 & 96: Moratorium & other Related Sections | R309 |
| 8. | Interim Resolution Professional and Resolution Professional | R343 |
| 9. | Committee of Creditors | R354 |
| 10. | Section 29A: Person not Eligible to be Resolution Applicant | R366 |
| 11. | Sections 30 & 31: Approval and Submission of Resolution Plan | R375 |
| 12. | Section 32A: Liability for Prior Offences | R446 |
| 13. | Liquidation: Sections 33-54 & IBBI (Liquidation Process) Regulations, 2016 | R453 |
| 14. | Section 53: Distribution of Assets | R499 |
| 15. | Section 54 | R505 |
| 16. | Section 65: Fraudulent or Malicious Initiation of Proceedings | R506 |
| 17. | Section 95: Application by Creditor to Initiate Insolvency Resolution Process | R511 |
| 18. | Guarantors | R526 |
| 19. | Limitation and Jurisdiction | R528 |
| 20. | Claims/Income Tax Related Aspects | R548 |
| 21. | Cases Related to Arbitration and IBC | R565 |
| 22. | Miscellaneous | R573 |
| | Abbreviations | R601 |

PART-2

Chapter 1—Introduction

| | | |
|-------|--|---|
| 1.1 | Introduction | 1 |
| 1.2 | Meaning of NCLT and NCLAT | 2 |
| 1.2.1 | New enforcement mechanism—Place of tribunals | 2 |
| 1.2.2 | Difference between NCLT and NCLAT | 3 |
| 1.2.3 | Court v Tribunal | 3 |

| | | |
|-------|--|---|
| 1.3 | Introduction of concept of NCLT in India – Eradi Committee | 4 |
| 1.4 | 2002 Amendment challenged | 5 |
| 1.5 | JJ Irani Committee | 5 |
| 1.6 | Introduction of Tribunal in Companies Act, 2013 | 6 |
| 1.6.1 | Nature of challenge under 2013 Act | 6 |
| 1.6.2 | Reasons for establishing Tribunals | 7 |
| 1.7 | Further reading | 8 |

Chapter 2—Constitution of NCLT and NCLAT

| | | |
|---------|------------------------------------|----|
| 2.1 | Introduction | 19 |
| 2.2 | Constitution of NCLT | 19 |
| 2.2.1 | Qualification | 20 |
| 2.2.1.1 | President | 20 |
| 2.2.1.2 | Judicial member | 20 |
| 2.2.1.3 | Technical member | 20 |
| 2.2.2 | Number of members | 21 |
| 2.2.3 | Seat of NCLT | 21 |
| 2.2.4 | Transfer of members | 22 |
| 2.3 | Appellate Tribunal (NCLAT) | 23 |
| 2.3.1 | Constitution | 23 |
| 2.3.2 | Number of members | 23 |
| 2.3.3 | Seat of NCLAT and Benches of NCLAT | 23 |
| 2.3.4 | Qualification | 24 |
| 2.3.4.1 | Chairperson | 24 |
| 2.3.4.2 | Judicial member | 24 |
| 2.3.4.3 | Technical member | 24 |
| 2.4 | Selection process | 25 |
| 2.4.1 | Manner of selection | 25 |
| 2.4.2 | Composition of Selection Committee | 26 |
| 2.5 | Term of NCLT and NCLAT | 26 |
| 2.6 | Staff | 27 |
| 2.7 | Further reading | 27 |

Chapter 3—Transition to NCLT: Impact on existing cases

| | | |
|-------|---|----|
| 3.1 | Introduction | 28 |
| 3.1.1 | Transitional provisions: at a glance | 29 |
| 3.1.2 | Important developments – 2019-20 | 30 |
| 3.2 | Transfer of Pending Proceedings | 34 |
| 3.2.1 | Date for transfer of proceedings | 34 |
| 3.2.2 | Continuance of proceedings before existing forums | 35 |
| 3.3 | Pending High Court Proceedings | 35 |

| | | |
|---|---|----|
| 3.3.1 | Corporate restructuring cases | 38 |
| 3.3.1.1 | Compromise and arrangements | 39 |
| 3.3.1.2 | Reduction of capital cases | 41 |
| 3.3.2 | Pending winding up proceedings | 42 |
| 3.3.2.1 | What will be the status of pending cases? | 46 |
| 3.3.2.2 | Appeals against orders passed by the High Court | 46 |
| 3.4 | Pending Company Law Board proceedings | 48 |
| 3.4.1 | Challenge against orders of CLB | 50 |
| 3.4.2 | Status of existing interim orders | 51 |
| 3.5 | Pending BIFR/AAIFR proceedings | 51 |
| 3.6 | Pending investigation proceedings | 53 |
| 3.7 | Existing interim orders | 54 |
| 3.8 | Further reading | 54 |
| Chapter 4—General Powers of NCLT and NCLAT | | |
| 4.1 | Introduction | 55 |
| 4.2 | General powers under the Act | 55 |
| 4.2.1 | Power to determine procedure (Section 424) | 55 |
| 4.2.2 | Power to punish for contempt (Section 425) | 56 |
| 4.2.3 | Powers of civil court (Section 424) | 56 |
| 4.2.4 | Powers of courts (Section 424) | 57 |
| 4.2.5 | Execution of orders (Section 424) | 57 |
| 4.2.6 | Assistance of courts/authorities (Section 429) | 57 |
| 4.2.7 | Delegation of powers (Section 426) | 58 |
| 4.3 | General powers under the Rules | 58 |
| 4.3.1 | Adjournment of hearing | 58 |
| 4.3.2 | General power to amend (Rule 155 of the NCLT Rules) | 58 |
| 4.3.3 | Tribunal to be deemed to be a court | 59 |
| 4.3.4 | Power to dispense with the requirements of the rules | 59 |
| 4.3.5 | Saving of inherent powers of the Tribunal (Rule 11 of the NCLT Rules) | 59 |
| 4.3.6 | Enlargement of time (Rules 15 and 153 of the NCLT Rules) | 62 |
| 4.3.7 | Rectification of order (Rule 154 of the NCLT Rules) | 63 |
| 4.3.8 | Power to impose costs (Rule 149 of the NCLT Rules) | 63 |
| 4.3.9 | Amicus curiae | 63 |
| 4.3.10 | Assessors or valuers (Rule 54 of the NCLT Rules) | 64 |
| 4.4 | General provisions for exercise of powers | 64 |
| 4.4.1 | Production of documents | 64 |
| 4.4.2 | Nature of exercise of powers | 64 |
| 4.5 | Comparison between powers of different tribunals | 64 |

Chapter 5—De-registration, Striking off of Companies and Director Disqualification

| | | |
|---------|--|-----|
| 5.1 | Introduction | 66 |
| 5.2 | Nature of the remedy of De-registration | 66 |
| 5.2.1 | Background for insertion of this remedy | 66 |
| 5.2.2 | Benefits | 66 |
| 5.2.3 | Scope of the remedy | 67 |
| 5.2.4 | Difference between provision of striking off and de-registration | 67 |
| 5.2.5 | Difference between winding up and deregistration? | 67 |
| 5.3 | Remedy of Deregistration | 67 |
| 5.3.1 | Who can apply? | 69 |
| 5.3.2 | When can one apply? | 70 |
| 5.3.3 | Under what circumstances? | 70 |
| 5.3.4 | Against which companies? | 71 |
| 5.3.4.1 | Can registration of any company under the Companies Act, 2013 be challenged? | 71 |
| 5.3.4.2 | Can registration of companies under the Companies Act, 1956 be questioned? | 71 |
| 5.3.5 | Nature of reliefs sought | 71 |
| 5.4 | Procedure for Deregistration | 72 |
| 5.5 | Striking off of Companies | 74 |
| 5.5.1 | Power of Tribunal to restore companies struck off | 75 |
| 5.5.1.1 | Power to restore in case of any type of striking off | 76 |
| 5.5.1.2 | Power in voluntary striking off | 79 |
| 5.5.2 | High Court cases and NCLAT cases | 80 |
| 5.6 | Procedure for Filing Appeal under section 252 | 83 |
| 5.7 | Director Disqualification | 85 |
| 5.7.1 | Important case laws on disqualification of directors | 86 |
| 5.7.1.1 | DELHI High Court | 86 |
| 5.7.1.2 | KARNATAKA High Court | 88 |
| 5.7.1.3 | KERALA HIGH COURT | 91 |
| 5.7.1.4 | TELANGANA HIGH COURT | 92 |
| 5.7.1.5 | ALLAHABAD HIGH COURT | 93 |
| 5.7.1.6 | MADRAS High Court | 93 |
| 5.7.1.7 | GUJARAT High Court | 101 |
| 5.7.1.8 | BOMBAY High Court | 101 |
| 5.7.1.9 | Supreme Court | 104 |

Chapter 6—Variation of Shareholders’ Rights

| | | |
|---------|---|-----|
| 6.1 | Introduction | 105 |
| 6.2 | Overview of Changes | 105 |
| 6.2.1 | Companies (Amendment) Act, 2020 | 105 |
| 6.2.2 | Additional approvals | 105 |
| 6.2.3 | Wider scope of applicants | 105 |
| 6.3 | What are shareholders’ rights? | 107 |
| 6.3.1 | Statutory rights | 107 |
| 6.3.1.1 | Can statutory rights be waived/varied? | 107 |
| 6.3.2 | Contractual rights | 108 |
| 6.4 | What constitutes class rights? | 109 |
| 6.5 | Nature and Scope of Variation | 111 |
| 6.5.1 | What constitutes variation? | 111 |
| 6.5.2 | Applicability of these decisions to section 48 | 112 |
| 6.5.3 | Prohibition in contract – is variation possible? | 113 |
| 6.6 | When does section 48 become applicable? | 113 |
| 6.7 | Conditions for Varying Shareholder’s Rights | 114 |
| 6.7.1 | Approval for seeking permission to vary | 114 |
| 6.7.1.1 | Approval from the concerned class whose rights are varied | 114 |
| 6.7.2 | Approval of other affected class of shareholders | 115 |
| 6.7.2.1 | Deciphering the term “Affect” | 116 |
| 6.7.2.2 | Manner of approval from affected classes | 117 |
| 6.8 | Variation by Other Provisions of the Act | 117 |
| 6.8.1 | Variation v Merger | 117 |
| 6.8.2 | Variation v Reduction | 119 |
| 6.9 | Objection to Variation | 119 |
| 6.9.1 | In which circumstances can one apply under section 48(2)? | 119 |
| 6.9.2 | Who can apply? | 120 |
| 6.9.2.1 | When to object? | 120 |
| 6.9.2.2 | Joint application | 121 |
| 6.9.3 | What is the time limit? | 121 |
| 6.9.4 | Condonation of delay | 122 |
| 6.9.5 | Powers of Tribunal and nature of reliefs | 123 |
| 6.9.6 | Time limit for completion of proceedings | 123 |
| 6.10 | Procedure for Objecting to the Variation of Shareholders’ Right | 123 |
| 6.11 | Comparison Chart - Variation of Shareholder’s Right | 127 |
| 6.11.1 | Comparison of New Act with Old Act | 127 |

| | | |
|--|---|-----|
| 6.11.2 | Comparison of Old Act with New Act | 127 |
| 6.11.3 | Comparison of New Rules with Old Rules | 128 |
| 6.11.4 | Comparison of Old Rules with New Rules | 128 |
| 6.11.5 | Corresponding Forms under New Act & Old Act | 128 |
| 6.12 | Schedule I | 129 |
| 6.12.1 | Appendix A: Corporate Transactions Requiring Special Resolution | 129 |
| 6.12.2 | Appendix B: Corporate Transactions Requiring Ordinary Resolution | 131 |
| 6.12.3 | Appendix C: 10% Shareholding | 133 |
| 6.12.4 | Appendix D: Rights of Every Member | 134 |
| 6.13 | Further reading | 135 |
| Chapter 7—Transfer and Transmission of Securities | | |
| 7.1 | Introduction | 136 |
| 7.2 | Overview of changes | 136 |
| 7.2.1 | Scope and applicability of sections 58 and 59 have changed | 136 |
| 7.2.2 | Changes in timelines | 136 |
| 7.2.3 | Contract or arrangement | 136 |
| 7.2.4 | Companies (Amendment) Act, 2020 | 136 |
| 7.2.5 | Significant change in scope of power of Tribunal | 137 |
| 7.3 | Appeal against Refusal to Transfer/Transmit | 137 |
| 7.3.1 | Distinction between remedy under sections 58 and 59 | 138 |
| 7.3.2 | Securities of a private company (Section 58(1)) | 139 |
| 7.3.2.1 | Restrictions on transfer/transmission of shares | 139 |
| 7.3.2.2 | Restrictions on other securities | 139 |
| 7.3.2.3 | Interest of member: a grey area | 140 |
| 7.3.2.4 | Who can challenge? | 140 |
| 7.3.2.5 | Time limits | 141 |
| 7.3.3 | Securities of a public company | 142 |
| 7.3.3.1 | Reasons for refusal | 143 |
| 7.3.3.2 | Timelines | 144 |
| 7.3.4 | Reliefs | 144 |
| 7.3.5 | Interim reliefs | 144 |
| 7.3.5.1 | Can interim reliefs other than those specified in rules be granted? | 145 |
| 7.3.6 | Penalty | 145 |
| 7.4 | Rectification of register of members | 145 |
| 7.4.1 | Rectification of register of members under section 59(1) | 147 |
| 7.4.1.1 | Which registers can be rectified? | 147 |

| | | | |
|-----|---------|--|-----|
| | 7.4.1.2 | Under what circumstances? | 147 |
| | 7.4.1.3 | Who can file an appeal for rectification? | 147 |
| | 7.4.1.4 | To whom does the appeal lie? | 148 |
| | 7.4.1.5 | Nature of reliefs | 148 |
| | 7.4.1.6 | Interim reliefs | 148 |
| | 7.4.2 | Rectification where transfers are in violation of law under section 59(4) | 148 |
| | 7.4.2.1 | Which register? | 148 |
| | 7.4.2.2 | Under what circumstances? | 149 |
| | 7.4.2.3 | Who can make an application? | 149 |
| | 7.4.2.4 | Relief | 150 |
| | 7.4.3 | Difference between rectification sought under section 59(1) and section 59(4) | 150 |
| | 7.4.4 | Time limit for filing application for rectification | 150 |
| | 7.4.5 | Penalty | 150 |
| 7.5 | | Case Laws and their Applicability | 150 |
| | 7.5.1 | Part I: Case laws related to nature and scope of sections 111 and 111A | 150 |
| | 7.5.1.1 | Case 1 | 150 |
| | 7.5.1.2 | Case 2 | 151 |
| | 7.5.1.3 | Case 3: Jurisdiction is exclusive | 152 |
| | 7.5.1.4 | Case 4: Composite Petition | 153 |
| | 7.5.1.5 | Case 5: Complicated Question | 153 |
| | 7.5.1.6 | Case 6 | 154 |
| | 7.5.1.7 | Case 7 | 154 |
| | 7.5.2 | Part II: Case laws related to refusal to transfer and transmission of securities | 155 |
| | 7.5.2.1 | Where refusal to transfer and transmission is valid | 155 |
| | 7.5.2.2 | Where refusal to transfer and transmission is invalid | 156 |
| 7.6 | | Procedure for Refusal to Transfer or Transmit Securities | 160 |
| | 7.6.1 | Company Law Board (CLB) | 160 |
| | 7.6.2 | National company law tribunal (NCLT) | 161 |
| 7.7 | | Free Transferability of Share of Public Company | 162 |
| 7.8 | | Comparison chart — refusal to transfer or transmit securities | 175 |
| | 7.8.1 | Comparison of New Act with Old Act | 175 |
| | 7.8.2 | Comparison of Old Act with New Act | 177 |
| 7.9 | | Further reading | 180 |

Chapter 8—Reduction of Capital

| | | |
|---------|---|-----|
| 8.1 | Introduction | 181 |
| 8.2 | Overview of changes | 181 |
| 8.2.1 | Single procedure | 181 |
| 8.2.2 | Representation of authorities | 181 |
| 8.2.3 | Certificate not a conclusive proof | 181 |
| 8.2.4 | Restrictions on reduction | 182 |
| 8.2.5 | Removal of the words “and reduced” | 182 |
| 8.2.6 | Articles irrelevant | 182 |
| 8.2.7 | Companies (Amendment) Act, 2020 | 182 |
| 8.3 | Meaning and scope of Reduction of Capital | 182 |
| 8.3.1 | Meaning of reduction | 184 |
| 8.3.2 | Applicability/non applicability of section 66 | 185 |
| 8.3.2.1 | Only share capital | 185 |
| 8.3.2.2 | No application in mergers | 185 |
| 8.3.2.3 | Redemption | 185 |
| 8.3.2.4 | Court directed purchase in oppression and mismanagement | 185 |
| 8.3.2.5 | Securities premium account | 185 |
| 8.3.2.6 | Cancellation of unissued shares | 185 |
| 8.3.3 | Companies who can reduce capital | 186 |
| 8.3.4 | Manner of reduction | 186 |
| 8.3.4.1 | Whether we will be able to reduce the share capital in the same manner, as we were able to reduce it earlier? | 186 |
| 8.3.4.2 | Are there any new ways of reducing capital contemplated in the Act? | 186 |
| 8.3.4.3 | Can we take benefit of the decisions under the old Act? | 186 |
| 8.3.4.4 | Types of reduction | 187 |
| 8.4 | Restrictions/Conditions for reduction | 190 |
| 8.4.1 | Default in payment of deposits | 191 |
| 8.4.2 | Notice to authorities (Section 66(2)) | 191 |
| 8.4.3 | Auditor’s certificate | 191 |
| 8.5 | Approvals for Reduction | 192 |
| 8.5.1 | Approval from shareholder | 192 |
| 8.5.2 | Approval from Tribunal | 192 |
| 8.6 | Liability of Members | 193 |
| 8.6.1 | Unpaid creditors-liability of members | 193 |
| 8.7 | Fraud on creditors | 193 |

| | | |
|--|--|-----|
| 8.8 | Procedure for Reduction of Share Capital | 193 |
| 8.9 | Additional important details | 197 |
| 8.9.1 | Role of Tribunal | 197 |
| 8.9.2 | What does the list of creditor contain? | 197 |
| 8.9.3 | Contents of petition | 198 |
| 8.9.4 | Contents of minutes | 198 |
| 8.10 | Comparison Chart on Reduction of Share Capital | 199 |
| 8.10.1 | Comparison of New Act (Companies Act, 2013) with Old Act (Companies Act, 1956) | 199 |
| 8.10.2 | Comparison of Old Act with New Act | 200 |
| 8.10.3 | Comparison of New Rules with Old Rules | 202 |
| 8.10.4 | Comparison of Old Rules with New Rules | 202 |
| 8.10.5 | Corresponding forms as per New Act | 202 |
| 8.11 | Further reading | 203 |
| Chapter 9—Deposits: Delays and Defaults | | |
| 9.1 | Introduction | 204 |
| 9.2 | Overview of changes | 204 |
| 9.2.1 | The Banning of Unregulated Deposit Schemes Act, 2019 | 204 |
| 9.2.2 | Bar on acceptance of deposits | 205 |
| 9.2.3 | Provisions discontinued | 205 |
| 9.2.4 | Acceptance from members | 205 |
| 9.2.5 | Default in payment | 205 |
| 9.2.6 | Fraud | 205 |
| 9.2.7 | Class action | 205 |
| 9.3 | Overview of law on deposits | 205 |
| 9.4 | Definition of deposits | 209 |
| 9.4.1 | Definition under section 2(31) | 209 |
| 9.4.2 | Items excluded from deposits | 209 |
| 9.4.3 | Definition of deposits for purpose of section 74 | 213 |
| 9.5 | Applicability | 216 |
| 9.5.1 | Non applicability | 216 |
| 9.6 | Permissibility to Accept/Invite/Retain Deposits | 216 |
| 9.6.1 | Who can accept/invite deposits and from whom? | 216 |
| 9.6.2 | Retaining deposits under the Companies Act, 1956 | 217 |
| 9.6.2.1 | Deposits which are not matured | 217 |
| 9.6.2.2 | Deposits remaining unpaid at the time of commencement | 218 |
| 9.7 | Remedies for Depositors | 219 |
| 9.8 | Restrictions on Defaulting Companies | 221 |

| | | |
|---------|--|-----|
| 9.9 | Application to Tribunal | 222 |
| 9.9.1 | Application in case of non-repayment of new deposits | 222 |
| 9.9.1.1 | Who can apply? | 222 |
| 9.9.1.2 | Depositor of which company? | 222 |
| 9.9.1.3 | Under what circumstances? | 223 |
| 9.9.1.4 | What reliefs? | 223 |
| 9.9.1.5 | Applicability | 223 |
| 9.9.2 | Application for extension of time for company | 223 |
| 9.9.2.1 | Which companies can apply? | 223 |
| 9.9.2.2 | To which forum will the application lie? | 224 |
| 9.9.2.3 | Under what circumstances? | 224 |
| 9.10 | Case Laws | 225 |
| 9.10.1 | Case laws under sections 73 and 74 of the Companies Act, 2013 decided by CLB | 225 |
| 9.10.2 | Some case laws on deposits under the Companies Act, 1956 | 228 |
| 9.11 | Procedure under Chapter V | 229 |
| 9.11.1 | Procedure under NCLT | 229 |
| 9.12 | Further reading | 230 |

Chapter 10—Tribunal Convened General Meetings

| | | |
|--------|--|-----|
| 10.1 | Introduction | 231 |
| 10.2 | Tribunal convened AGM | 231 |
| 10.2.1 | Highlights of section 97 | 231 |
| 10.3 | Tribunal convened EOGM | 232 |
| 10.3.1 | Highlights of section 98 | 232 |
| 10.4 | Applicability of old case laws | 233 |
| 10.4.1 | Analysis of case laws | 233 |
| 10.5 | Procedure for tribunal convened general meetings | 236 |
| 10.6 | Comparison Chart - Holding of Annual and General Meeting of Members | 237 |
| 10.6.1 | Comparison of New Act (Companies Act, 2013) with Old Act (Companies Act, 1956) | 237 |
| 10.6.2 | Comparison of Old Act with New Act | 237 |
| 10.6.3 | Comparison of New Rules with Old Rules | 237 |
| 10.7 | Further reading | 238 |

Chapter 11—Reopening of Accounts and Revision of Financial Statements

| | | |
|--------|---------------------|-----|
| 11.1 | Introduction | 239 |
| 11.2 | Historical triggers | 239 |
| 11.2.1 | Satyam case | 239 |

| | | |
|--|--|-----|
| 11.2.2 | Reebok | 239 |
| 11.3 | Reopening of accounts by Court's or Tribunal's Orders | 239 |
| 11.3.1 | Similar provisions under the UK law | 241 |
| 11.3.2 | Bar on reopening | 241 |
| 11.3.2.1 | Applicability to books maintained under the Companies Act, 1956 | 241 |
| 11.3.3 | Application by authorities or any person concerned | 241 |
| 11.3.3.1 | Meaning of 'person concerned' | 242 |
| 11.3.4 | Court/Tribunal | 242 |
| 11.3.5 | Circumstances | 242 |
| 11.3.5.1 | Account prepared in fraudulent manner | 243 |
| 11.3.5.2 | Mismanagement of affairs | 245 |
| 11.3.6 | In which event can one apply for reopening? | 245 |
| 11.3.7 | At what point of time? | 245 |
| 11.3.8 | Notice to whom? | 245 |
| 11.3.9 | Implication of order reopening/recasting | 246 |
| 11.3.10 | Who should be heard? | 246 |
| 11.3.11 | Pros and cons | 246 |
| 11.4 | Voluntary revision of financial statements or Board's report | 246 |
| 11.4.1 | Comparison with UK Law | 247 |
| 11.4.2 | Exception | 247 |
| 11.4.3 | Which documents? | 247 |
| 11.4.4 | Which event? | 248 |
| 11.4.5 | For which period is the revision permissible? | 248 |
| 11.4.6 | Prior approval of Tribunal | 248 |
| 11.4.7 | Right to be heard | 248 |
| 11.4.8 | Finality | 249 |
| 11.4.9 | Reporting | 249 |
| 11.4.10 | Impact of this provision | 249 |
| 11.5 | Procedure for reopening of books of accounts | 254 |
| 11.6 | Procedure for voluntary revision of Financial Statements or Board's report | 255 |
| 11.7 | Further reading | 256 |
| Chapter 12—Tribunal Directed Investigations | | |
| 12.1 | Introduction | 257 |
| 12.2 | Overview of changes | 257 |
| 12.2.1 | Dilution of eligibility criteria | 257 |
| 12.2.2 | Power to freeze assets | 257 |
| 12.2.3 | Restriction of securities | 257 |

| | | |
|-----------|---|-----|
| 12.2.4 | Constitution of SFIO | 257 |
| 12.2.5 | Application for investigation | 257 |
| 12.2.6 | Scope of investigation | 258 |
| 12.2.7 | Investigation order in CIRP process | 258 |
| 12.2.8 | Penalties | 258 |
| 12.3 | Power of the Tribunal | 258 |
| 12.3.1 | Investigation by the Tribunal | 258 |
| 12.3.1.1 | Who can apply? | 258 |
| 12.3.1.2 | Who will be notified? | 260 |
| 12.3.1.3 | Order of investigation (Section 213) | 261 |
| 12.3.1.4 | Security for costs (Section 214) | 261 |
| 12.3.2 | Investigation into ownership of a company | 261 |
| 12.3.3 | Freezing of assets of company on inquiry and investigation (Section 221) | 262 |
| 12.3.3.1 | Who can apply? | 262 |
| 12.3.3.2 | Under what circumstances? | 263 |
| 12.3.3.3 | Nature of order | 263 |
| 12.3.3.4 | Penalty for contravening the order of the Tribunal | 263 |
| 12.3.4 | Imposition of restrictions upon securities (Section 222) | 263 |
| 12.3.4.1 | Who can impose restriction? | 263 |
| 12.3.4.2 | Who can apply? | 264 |
| 12.3.4.3 | Under what circumstances? | 264 |
| 12.3.4.4 | Nature of order | 264 |
| 12.3.4.5 | Penalty | 264 |
| 12.4 | Inspectors | 264 |
| 12.4.1 | Who can be an inspector? | 264 |
| 12.4.2 | Powers of inspectors | 265 |
| 12.4.2.1 | Calling for information and documents from officers, employees and agents | 265 |
| 12.4.2.2 | Seeking information and documents from others | 266 |
| 12.4.2.3 | Custody of books and papers | 266 |
| 12.4.2.4 | Examination | 267 |
| 12.4.2.5 | Powers of the civil court | 267 |
| 12.4.2.6 | Penalty | 267 |
| 12.4.2.7 | Assistance from other authorities | 268 |
| 12.4.2.8 | Assistance from foreign governments | 268 |
| 12.4.2.9 | Assistance from foreign courts | 268 |
| 12.4.2.10 | Investigation into the affairs of related entities | 268 |

| | | |
|--------|--|-----|
| | 12.4.2.11 Seizure of documents by inspector (Section 220) | 269 |
| 12.4.3 | Report by inspector (Section 223) | 269 |
| 12.4.4 | Actions on the basis of report | 270 |
| | 12.4.4.1 Action by Central Government/Tribunal | 270 |
| | 12.4.4.2 Prosecution | 270 |
| | 12.4.4.3 Winding up | 270 |
| | 12.4.4.4 Application for disgorgement | 271 |
| | 12.4.4.5 Actions by the Tribunal | 271 |
| | 12.4.4.6 Actions by members | 272 |
| | 12.4.4.7 Actions by others | 272 |
| | 12.4.4.8 Prosecution for fraud | 272 |
| 12.5 | Other provisions | 272 |
| 12.5.1 | Protection to employees (Section 218) | 272 |
| | 12.5.1.1 To whom is it available? | 272 |
| | 12.5.1.2 During what period? | 273 |
| | 12.5.1.3 Against what? | 273 |
| | 12.5.1.4 Under what circumstances can action be taken? | 273 |
| 12.5.2 | Protection for whistleblowers | 273 |
| 12.5.3 | Investigation during the pendency of other proceedings (Section 226) | 274 |
| 12.5.4 | Investigation of foreign companies (Section 228) | 274 |
| 12.5.5 | Expenses for investigation (Section 225) | 274 |
| 12.6 | Serious Fraud Investigation Authority | 275 |
| 12.6.1 | Organization structure | 275 |
| | 12.6.1.1 Director | 275 |
| | 12.6.1.2 Experts | 275 |
| 12.6.2 | Exclusive jurisdiction to investigate | 276 |
| 12.6.3 | What cases can be investigated by SFIO? | 276 |
| | 12.6.3.1 Report | 276 |
| | 12.6.3.2 Special resolution | 276 |
| | 12.6.3.3 Public interest | 276 |
| | 12.6.3.4 Request | 276 |
| 12.6.4 | Can an investor complain to SFIO? | 277 |
| 12.6.5 | Can SFIO investigate only companies? | 277 |
| 12.6.6 | Powers of SFIO | 277 |
| | 12.6.6.1 Power of arrest | 277 |
| | 12.6.6.2 Power to prosecute | 277 |
| | 12.6.6.3 Powers of investigator | 277 |
| 12.6.7 | Coordination | 278 |

| | | |
|--|--|-----|
| 12.6.8 | Police report | 278 |
| 12.6.9 | Obligation of company | 278 |
| 12.6.10 | Problem areas | 278 |
| 12.7 | Procedure | 278 |
| 12.8 | Comparison chart Inspection, Inquiry and Investigation | 278 |
| 12.8.1 | Comparison of the Companies Act, 2013 (New Act) with the Companies Act, 1956 (Old Act) | 278 |
| 12.8.2 | Comparison of Old Act with New Act | 290 |
| 12.9 | Further reading | 297 |
| Chapter 13—Compromises and Arrangements | | |
| 13.1 | Introduction | 298 |
| 13.2 | Overview of changes | 298 |
| 13.2.1 | Contractual mergers | 298 |
| 13.2.2 | Deemed approval | 298 |
| 13.2.3 | Cross border mergers | 298 |
| 13.2.4 | Scope of powers | 299 |
| 13.2.5 | Intimation to authorities | 299 |
| 13.2.6 | Valuation of shares | 299 |
| 13.2.7 | Squeeze out rights | 299 |
| 13.2.8 | Merger of a listed company with an unlisted company | 299 |
| 13.2.9 | Disclosure requirements | 299 |
| 13.2.10 | Dispensation of creditors meeting | 300 |
| 13.2.11 | Definition of “company” | 300 |
| 13.2.12 | Scope of section 233 (contractual mergers) enlarged | 300 |
| 13.2.13 | Provision of takeover in merger and amalgamation | 300 |
| 13.2.14 | Concessions for start ups | 300 |
| 13.2.15 | Companies (Amendment) Act, 2020 | 300 |
| 13.3 | Overview of Chapter | 301 |
| 13.4 | Chapter XV: A Complete Code | 301 |
| 13.4.1 | Whether the chapter on compromise and arrangement provides a complete code? | 302 |
| 13.4.1.1 | Law under Companies Act, 1956 | 302 |
| 13.4.1.2 | Analysis of the position in the Companies Act, 2013 | 302 |
| 13.4.2 | Scope of sections 230 and 232 | 303 |
| 13.5 | Compromise and Arrangement (Section 230) | 303 |
| 13.5.2.1 | Meaning of “compromise” | 306 |
| 13.5.2.2 | Meaning of the term “arrangement” | 307 |
| 13.5.2.3 | Meaning of the term “company” | 308 |

| | | | |
|--------|-----------|---|-----|
| | 13.5.2.4 | Class of shareholders or creditors | 309 |
| | 13.5.2.5 | Who can enter into a compromise or arrangement? | 309 |
| | 13.5.2.6 | Eligibility to apply | 310 |
| | 13.5.2.7 | What are the disclosures in application? | 310 |
| | 13.5.2.8 | Analysis to the extent of disclosures | 311 |
| | 13.5.2.9 | Meeting of members and creditors | 312 |
| | 13.5.2.10 | Notice to statutory authorities | 314 |
| | 13.5.2.11 | Publication | 317 |
| | 13.5.2.12 | Inspection and photocopying documents (2nd Proviso to section 230) | 318 |
| | 13.5.2.13 | Sanction of scheme | 318 |
| 13.6 | | Special Provisions for Mergers/Demergers (Section 232) | 324 |
| 13.6.1 | | Which arrangements are included under section 232? | 328 |
| | 13.6.1.1 | Mergers and amalgamations | 328 |
| | 13.6.1.2 | Demergers (Section 232 read with Explanation) | 328 |
| 13.6.2 | | Distinction between section 232 of the Companies Act, 2013 and section 394 of the Companies Act, 1956 | 328 |
| 13.6.3 | | Applicability of section 230 to schemes under mergers and demergers under section 232 | 329 |
| 13.6.4 | | The scheme of mergers or demergers | 329 |
| | 13.6.4.1 | Appointed date in scheme [Section 232(6) with Section 232(5)] | 329 |
| | 13.6.4.2 | Filing draft scheme [Section 232(2)(b)] | 329 |
| | 13.6.4.3 | Sanction of the scheme | 330 |
| | 13.6.4.4 | Powers of Tribunal while sanctioning the scheme | 330 |
| | 13.6.4.5 | Restrictions on scheme: treasury stocks | 331 |
| | 13.6.4.6 | Effect of sanctioning of the scheme | 331 |
| 13.6.5 | | Approvals | 331 |
| | 13.6.5.1 | Notices calling meeting (Section 232(2)) | 332 |
| | 13.6.5.2 | Post sanction compliances | 332 |
| | 13.6.5.3 | Mergers and compromise and arrangement | 333 |
| | 13.6.5.4 | Penalty [Section 232(8)] | 334 |
| 13.7 | | Buying Minority Shareholding Holding | 334 |
| 13.7.1 | | Purchase of minority interest | 334 |
| 13.7.2 | | Power to acquire shares of dissenting shareholders [Section 235] | 336 |
| 13.7.3 | | Mandatory purchase of minority shareholding [Section 236] | 336 |

| | | | |
|-------|---------|--|-----|
| | 13.7.4 | Applicability | 338 |
| 13.8 | | Under what circumstances can the Section 33 route be used? | 344 |
| | 13.8.1 | Nature of companies | 344 |
| | 13.8.2 | Applicability to listed companies | 345 |
| | 13.8.3 | Types of schemes | 345 |
| | 13.8.4 | Registered office | 346 |
| | 13.8.5 | Financial position | 346 |
| | 13.8.6 | Returns | 346 |
| 13.9 | | Can companies opt out of section 233? | 347 |
| 13.10 | | What are the conditions to be fulfilled for using section 233 route? | 347 |
| | 13.10.1 | Notice to ROC/OL | 348 |
| | 13.10.2 | Person affected | 348 |
| | 13.10.3 | Consideration of objections | 348 |
| | 13.10.4 | Approval | 348 |
| | 13.10.5 | Declaration of solvency | 349 |
| | 13.10.6 | Creditors' approval | 349 |
| | 13.10.7 | Approvals and sanctions | 350 |
| 13.11 | | Application to Tribunal | 351 |
| | 13.11.1 | Who can apply? | 351 |
| | 13.11.2 | Discretion of Tribunal | 351 |
| | 13.11.3 | Order to be registered | 351 |
| 13.12 | | Scheme under section 233 | 352 |
| | 13.12.1 | Nature and scope of schemes | 352 |
| | 13.12.2 | Effect of registration of scheme | 352 |
| 13.13 | | Distinction between sections 230 to 232 read with section 233 | 352 |
| | 13.13.1 | Sanction | 352 |
| | 13.13.2 | Approvals | 353 |
| | 13.13.3 | Type of schemes | 353 |
| | 13.13.4 | Authorities | 353 |
| | 13.13.5 | Time limit | 353 |
| | 13.13.6 | Disclosures | 353 |
| | 13.13.7 | Procedures | 353 |
| 13.14 | | Meaning of Company in Section 234 | 354 |
| 13.15 | | Meaning of Foreign Company | 355 |
| | 13.15.1 | Which type of scheme? | 361 |
| | 13.15.2 | Applicability of Chapter XV | 362 |
| 13.16 | | Scope of section 237 | 364 |
| 13.17 | | Challenges to constitutionality of section 396 of 1956 Act | 366 |

| | | |
|--|---|-----|
| 13.18 | Scheme under section 237 | 366 |
| 13.18.1 | Impact on property and liabilities | 366 |
| 13.18.2 | Legal proceedings | 366 |
| 13.18.3 | Compensation | 366 |
| 13.18.3.1 | Challenge in Tribunal | 367 |
| 13.18.4 | Consideration before finalization of order | 367 |
| 13.19 | Procedures under Chapter XV | 367 |
| 13.20 | Procedure for Compromise and Arrangement (<i>Section 230</i>) | 367 |
| 13.21 | Procedure under Merger and Demerger (<i>Section 232</i>) | 378 |
| 13.22 | Procedure for Fast Track Mergers under section 233 | 387 |
| 13.23 | Procedure under section 237 of amalgamation of companies by Central Government in public interest under section 237 | 390 |
| 13.24 | Comparison Chart Compromise, Arrangement and Amalgamation | 391 |
| 13.24.1 | Comparison of New Act with Old Act | 391 |
| 13.24.2 | Comparison of Old Act with New Act | 395 |
| 13.24.3 | Comparison of New Rules with Old Rules | 398 |
| 13.24.4 | Comparison of Old Rules with New Rules | 401 |
| 13.25 | Further reading | 404 |
| Chapter 14—Oppression and Mismanagement | | |
| 14.1 | Introduction | 409 |
| 14.2 | Overview of changes | 409 |
| 14.2.1 | Reducing the bar set for oppression | 409 |
| 14.2.2 | Increasing the bar for mismanagement | 409 |
| 14.2.3 | Composite petition | 410 |
| 14.2.4 | Dilution of eligibility criteria | 410 |
| 14.3 | The Remedy under section 241 | 410 |
| 14.4 | Oppression | 412 |
| 14.4.1 | Meaning of oppression and scope of the remedy | 412 |
| 14.4.1.1 | Dictionary meaning | 412 |
| 14.4.1.2 | Meaning as analysed by case laws | 413 |
| 14.4.2 | Is there any change in the meaning and scope of 'oppression'? | 421 |
| 14.4.2.1 | Past and concluded acts | 421 |
| 14.4.2.2 | Prejudicial to members | 422 |
| 14.4.2.3 | Old case laws analysed in new light | 423 |
| 14.4.2.4 | Applicability of case laws under the Companies Act, 1956 | 424 |
| 14.5 | Mismanagement | 425 |
| 14.5.1 | Meaning and scope of mismanagement under the Companies Act, 1956 | 425 |

| | | | |
|------|----------|--|-----|
| | 14.5.1.1 | Dictionary meaning | 425 |
| | 14.5.1.2 | Meaning as analysed by case laws | 425 |
| | 14.5.2 | Change in nature and scope of mismanagement | 427 |
| | 14.5.2.1 | Analysis of changes | 428 |
| 14.6 | | Impact of changes in other provisions | 428 |
| | 14.6.1 | Overview of changes | 429 |
| | 14.6.1.1 | Additional powers | 429 |
| | 14.6.1.2 | Disclosures | 429 |
| | 14.6.1.3 | Effective participation | 430 |
| | 14.6.1.4 | Additional rights | 430 |
| | 14.6.1.5 | Additional remedies | 430 |
| | 14.6.1.6 | Strong corporate governance framework | 431 |
| | 14.6.1.7 | Additional norms | 431 |
| | 14.6.2 | Exploring plural remedies | 431 |
| | 14.6.3 | Impact and interplay of other remedies | 432 |
| | 14.6.3.1 | De-registration and oppression and mismanagement(O&M) | 432 |
| | 14.6.3.2 | Class action and O&M | 432 |
| | 14.6.3.3 | Investigation and O&M | 432 |
| | 14.6.3.4 | Reopening and oppression and mismanagement | 432 |
| | 14.6.3.5 | Compensation from auditor and O&M | 433 |
| | 14.6.3.6 | Refusal to transfer and transmit and O&M | 433 |
| | 14.6.3.7 | Exit route and O&M | 433 |
| 14.7 | | Eligibility to apply for Prevention of Oppression and Mismanagement | 433 |
| | 14.7.1 | Eligibility of members to apply | 433 |
| | 14.7.1.1 | Who can apply? | 434 |
| | 14.7.1.2 | What is the eligibility criteria? | 434 |
| | 14.7.1.3 | Can the Tribunal waive the conditions? | 434 |
| | 14.7.1.4 | Comparison with section 399 of 1956 Act | 434 |
| | 14.7.1.5 | Analysis of important case laws under section 399 and their applicability to section 244 | 434 |
| | 14.7.2 | Power of Central Government to apply | 436 |
| 14.8 | | Nature and scope of powers of Tribunal | 436 |
| | 14.8.1 | Wide power to make order | 439 |
| | 14.8.2 | Tests for granting reliefs | 440 |
| | 14.8.3 | Principles laid down under the Companies Act, 1956 | 441 |
| | 14.8.3.1 | Examples: two examples are given here to elucidate this aspect | 441 |
| | 14.8.4 | Power specified under section 242(2) | 442 |

| | | |
|---------------------------------|--|-----|
| 14.8.4.1 | Existing powers | 442 |
| 14.8.4.2 | New/modified powers | 442 |
| 14.8.5 | Power to grant stay/injunction [section 242(4)] | 443 |
| 14.9 | Application of certain provisions to proceedings under section 241 | 445 |
| 14.10 | Removal of certain provisions | 445 |
| 14.11 | Limitation of this remedy - A case for class action | 445 |
| 14.12 | Procedure for seeking relief against oppression and mismanagement | 447 |
| 14.13 | Comparison Chart - Oppression and Mismanagement | 449 |
| 14.13.1 | Comparison of New Act with Old Act | 449 |
| 14.13.2 | Comparison of Old Act with New Act | 450 |
| 14.14 | Appendix A : Extracts of Bennett Coleman Case | 453 |
| 14.15 | Further reading | 463 |
| Chapter 15—Class Actions | | |
| 15.1 | Introduction | 464 |
| 15.2 | The new-age of investor protection | 464 |
| 15.3 | Class action - Meaning, concept & scope | 465 |
| 15.3.1 | Advantages of class action | 466 |
| 15.3.2 | Nature of class action | 467 |
| 15.3.3 | Class actions worldwide | 467 |
| 15.3.4 | Class action in India | 468 |
| 15.3.5 | What is the importance of class action suits in the Indian context? | 468 |
| 15.3.6 | Class action under the new Act | 468 |
| 15.3.7 | Applicability to companies | 471 |
| 15.3.8 | Who can file a class action suit? | 471 |
| 15.3.8.1 | Eligibility criteria for members | 471 |
| 15.3.8.2 | Eligibility criteria for depositors | 473 |
| 15.3.9 | Representative person or association | 474 |
| 15.3.10 | Guidelines for considering applications under section 245 | 475 |
| 15.4 | Public notice | 478 |
| 15.5 | Bar on future class action | 478 |
| 15.6 | When can the class action be filed? | 479 |
| 15.7 | Nature of orders and their impact | 481 |
| 15.7.1 | Non-compliance with orders [Section 245(7) read with section 425] | 481 |
| 15.7.2 | Vexatious application | 482 |
| 15.7.3 | Reimbursement of expenses in class action | 482 |
| 15.7.4 | Plural remedies | 482 |

| | | |
|--|---|------------|
| 15.7.5 | Application of certain provisions to proceedings under section 246 or section 245 (Section 245) | 483 |
| 15.8 | Challenges in class action | 483 |
| 15.9 | Future of class action | 483 |
| 15.10 | Institutional shareholder | 484 |
| 15.11 | Procedure for class action | 485 |
| Chapter 16—Revival and Rehabilitation of Sick Companies | | 488 |
| Chapter 17—Winding-up | | |
| 17.1 | Introduction | 489 |
| 17.2 | Overview of changes | 489 |
| 17.2.1 | Change in grounds for winding up | 489 |
| 17.2.2 | Concept of private liquidator | 490 |
| 17.2.3 | Summary involuntary winding up procedure | 490 |
| 17.2.4 | Custody of property | 490 |
| 17.2.5 | Statement of affairs | 490 |
| 17.2.6 | Overview of changes brought about by Insolvency and Bankruptcy Code, 2016 (IBC) | 490 |
| 17.2.6.1 | Change in grounds for winding up | 490 |
| 17.2.6.2 | Provisions for voluntary winding up omitted | 491 |
| 17.2.6.3 | Qualification of Company Liquidators | 491 |
| 17.2.6.4 | No stay on winding up for exploring revival | 491 |
| 17.2.6.5 | Priority of payouts | 491 |
| 17.2.6.6 | Insolvency Rules inapplicable | 492 |
| 17.3 | Types of winding up | 492 |
| 17.4 | Winding-up and Dissolution | 493 |
| 17.5 | Winding-up by Tribunal | 493 |
| 17.6 | Grounds for winding up | 493 |
| 17.6.1 | Analysis of the grounds | 494 |
| 17.6.2 | Applicability of principles under Companies Act, 2013 | 495 |
| 17.6.3 | What will be the status of pending cases? | 495 |
| 17.6.4 | Who can file a winding up petition? | 495 |
| 17.7 | Order in winding up proceedings | 496 |
| 17.7.1 | Decision of tribunal | 496 |
| 17.7.2 | Timeline | 496 |
| 17.8 | EFFECT OF ORDER | 497 |
| 17.8.1 | Impact on creditors and shareholders [Section 278] | 497 |
| 17.8.2 | Impact on litigation [Section 279] | 497 |
| 17.8.3 | Impact on officers [Section 277(3)] | 497 |
| 17.8.4 | Impact on company property [Section 283(2)] | 497 |

| | | |
|-----------|---|-----|
| 17.9 | Important aspects in winding up | 497 |
| 17.9.1 | Provisional liquidator | 497 |
| 17.9.1.1 | Who can be a provisional liquidator? | 498 |
| 17.9.1.2 | Can an official liquidator be a provisional liquidator? | 498 |
| 17.9.1.3 | When is a provisional liquidator appointed? | 498 |
| 17.9.1.4 | Right of a company to oppose appointment | 498 |
| 17.9.1.5 | When does a provisional liquidator cease to hold his position? | 498 |
| 17.9.1.6 | What are the powers of provisional liquidator? | 498 |
| 17.9.1.7 | How is a provisional liquidator remunerated? | 499 |
| 17.9.1.8 | Who pays for his remuneration? | 499 |
| 17.10 | Company Liquidator | 499 |
| 17.10.1 | Who can be a company liquidator? | 499 |
| 17.10.2 | Can an official liquidator be a company liquidator? | 499 |
| 17.10.3 | Can company liquidator/provisional liquidator be removed/replaced? | 499 |
| 17.10.4 | Remuneration of company liquidator | 500 |
| 17.10.5 | Powers of company liquidator | 500 |
| 17.10.6 | Appeal against the decision of company liquidator [Section 292(4)] | 501 |
| 17.10.7 | Other provisions | 502 |
| 17.11 | Official liquidator | 502 |
| 17.11.1 | Appointment of official liquidator [Section 359] | 502 |
| 17.11.2 | Power and functions | 502 |
| 17.12 | Procedure of winding up by Tribunal | 502 |
| 17.12.1 | Procedure of winding up by Tribunal | 502 |
| 17.12.1.1 | Application to vacate stay on other proceedings | 513 |
| 17.12.2 | Role of advisory committee | 514 |
| 17.12.3 | Procedure to be followed at the meetings of advisory committee | 514 |
| 17.12.4 | Rights of creditor and contributories | 514 |
| 17.12.5 | Meeting of members | 514 |
| 17.12.6 | Meeting of creditors | 516 |
| 17.12.6.1 | Limitation on voting rights of creditors | 517 |
| 17.13 | Provisions applicable to involuntary winding up | 517 |
| 17.13.1 | Section 324: Debts of all descriptions to be admitted to proof | 518 |
| 17.13.2 | Section 325: Application of insolvency rules in winding up of insolvent companies | 518 |

| | | |
|----------|--|-----|
| 17.13.3 | Section 326: Overriding preferential payments | 518 |
| 17.13.4 | Section 327: Preferential payments | 520 |
| 17.13.5 | Section 328: Fraudulent preference | 523 |
| 17.13.6 | Section 329: Transfers not in good faith to be void | 523 |
| 17.13.7 | Section 330: Certain transfers to be void | 524 |
| 17.13.8 | Section 331: Liabilities and rights of certain persons fraudulently preferred | 524 |
| 17.13.9 | Section 332: Effect of floating charge | 524 |
| 17.13.10 | Section 333: Disclaimer of onerous property | 525 |
| 17.13.11 | Section 334: Transfers, etc., after commencement of winding up to be void | 527 |
| 17.13.12 | Section 335: Certain attachments, executions, etc., in winding up by Tribunal to be void | 527 |
| 17.13.13 | Section 336: Offences by officers of companies in liquidation | 528 |
| 17.13.14 | Section 337: Penalty for frauds by officers | 530 |
| 17.13.15 | Section 338: Liability where proper accounts not kept | 530 |
| 17.13.16 | Section 339: Liability for fraudulent conduct of business | 531 |
| 17.13.17 | Section 340: Power of Tribunal to assess damages against delinquent directors, etc | 532 |
| 17.13.18 | Section 341: Liability under sections 339 and 340 to extend to partners or directors in firms or companies | 533 |
| 17.13.19 | Section 342: Prosecution of delinquent officers and members of company | 533 |
| 17.13.20 | Section 343: Company liquidator to exercise certain powers subject to sanction | 535 |
| 17.13.21 | Section 344: Statement that company is in liquidation | 536 |
| 17.13.22 | Section 345: Books and papers of company to be evidence | 536 |
| 17.13.23 | Section 346: Inspection of books and papers by creditors and contributories | 536 |
| 17.13.24 | Section 347: Disposal of books and papers of company | 537 |
| 17.13.25 | Section 348: Information as to pending liquidations | 538 |
| 17.13.26 | Section 349: Official Liquidator to make payments into public account of India | 539 |
| 17.13.27 | Section 350: Company Liquidator to deposit monies into scheduled bank | 539 |
| 17.13.28 | Section 351: Liquidator not to deposit monies into private banking account | 540 |
| 17.13.29 | Section 352: Company Liquidation Dividend and Undistributed Assets Account | 540 |
| 17.13.30 | Section 353: Liquidator to make returns, etc | 542 |

| | | |
|--|--|-----|
| 17.13.31 | Section 354: Meetings to ascertain wishes of creditors or contributories | 543 |
| 17.13.32 | Section 355: Court, tribunal or person, etc., before whom affidavit may be sworn | 543 |
| 17.13.33 | Section 356: Powers of Tribunal to declare dissolution of company void | 544 |
| 17.13.34 | Section 357: Commencement of winding up by Tribunal | 544 |
| 17.13.35 | Section 358: Exclusion of certain time in computing period of limitation | 544 |
| 17.14 | Official liquidators | 545 |
| 17.14.1 | Section 359: Appointment of Official Liquidator | 545 |
| 17.14.2 | Section 360: Powers and functions of official liquidator | 545 |
| 17.14.3 | Section 361: Summary procedure for liquidation | 546 |
| 17.14.4 | Section 362: Sale of assets and recovery of debts due to company | 547 |
| 17.14.5 | Section 363: Settlement of claims of creditors by Official Liquidator | 547 |
| 17.14.6 | Section 364: Appeal by creditor | 547 |
| 17.14.7 | Section 365: Order of dissolution of company | 548 |
| 17.15 | Further reading | 549 |
| Chapter 18—Compounding of offence | | |
| 18.1 | Introduction | 550 |
| 18.2 | Overview of Changes | 550 |
| 18.2.1 | Changes by Companies Amendment Acts, 2019 and 2020 | 550 |
| 18.2.2 | Penalties and Fines | 550 |
| 18.2.3 | Changes by Companies Amendment Act, 2017 | 551 |
| 18.2.4 | Officer who is in default | 551 |
| 18.2.5 | Penalties | 551 |
| 18.2.6 | Adjudication mechanism | 551 |
| 18.2.7 | Trial of offence | 551 |
| 18.2.8 | Compounding procedure | 551 |
| 18.2.9 | Grace period | 551 |
| 18.3 | Corporate Criminal Liability | 551 |
| 18.4 | What is an offence? | 552 |
| 18.4.1 | Who is responsible for the offence? | 552 |
| 18.4.1.1 | Analysis of the definition | 553 |
| 18.5 | What is the penalty? | 554 |
| 18.5.1 | Penalty levels | 554 |
| 18.5.2 | Penalties tied to damages | 555 |
| 18.5.3 | Enhanced imprisonment | 555 |

| | | |
|--|---|-----|
| 18.5.4 | New imprisonment | 555 |
| 18.5.5 | Non-executive director | 555 |
| 18.5.6 | Statutory limits | 556 |
| 18.5.7 | Distinct penalty for companies | 556 |
| 18.5.8 | Frauds | 556 |
| 18.5.9 | Provisions for reducing delays | 556 |
| 18.5.10 | Technical defaults | 556 |
| 18.5.11 | Disclosures of offences | 556 |
| 18.5.12 | Compulsory filing | 556 |
| 18.5.13 | Adjudication of penalty | 557 |
| 18.5.14 | Protection to whistle blowers | 557 |
| 18.5.15 | Trial of offenses | 557 |
| 18.6 | Can offences be compounded? | 557 |
| 18.6.1 | What offences can be compounded? | 557 |
| 18.6.2 | What offences cannot be compounded? | 557 |
| 18.6.3 | Who is authorised to compound an offence? | 558 |
| 18.6.4 | When can they be compounded? | 558 |
| 18.6.5 | Quantum of fees | 558 |
| 18.6.6 | Procedure for compounding | 560 |
| 18.6.7 | Bar on compounding | 560 |
| 18.6.8 | Effects of compounding | 560 |
| 18.6.9 | Penalty | 560 |
| 18.7 | Cognizable and Non-Cognizable Offences | 561 |
| 18.7.1 | What are cognizable offences? | 561 |
| 18.7.2 | What are non-cognizable offences? | 561 |
| 18.8 | Appendix A: Penalties under the Old and New provisions | 561 |
| 18.9 | Appendix B: Imprisonment Increased (Illustrative sample provisions where the quantum of imprisonment has increased) | 602 |
| 18.10 | Appendix C: New Imprisonment Provisions | 610 |
| 18.11 | Procedure for Compounding of Offence | 614 |
| 18.12 | Comparison Chart Compounding of Offence | 615 |
| 18.12.1 | Comparison of New Act with Old Act | 615 |
| 18.12.2 | Comparison of Old Act with New Act | 616 |
| Chapter 19—Miscellaneous Powers of Tribunal | | |
| 19.1 | Introduction | 618 |
| 19.2 | Change in Financial Year | 618 |
| 19.2.1 | Application to Tribunal | 619 |
| 19.2.2 | Who can apply? | 619 |
| 19.2.3 | Period of financial year | 620 |

| | | | |
|------|----------|---|-----|
| | 19.2.4 | Procedure for making application under section 2(41) | 620 |
| 19.3 | | Company Conversion (Power Now Transferred to Central Government) | 621 |
| | 19.3.1 | Conversion of companies | 621 |
| | 19.3.1.1 | Permissibility of conversion | 621 |
| | 19.3.1.2 | General process of conversion | 621 |
| | 19.3.2 | Conversion of public company into private company | 621 |
| | 19.3.2.1 | Conditions for conversion | 622 |
| | 19.3.2.2 | Consequential changes | 624 |
| | 19.3.2.3 | Impact on debts and contracts | 625 |
| | 19.3.2.4 | Effective date of conversion | 625 |
| | 19.3.2.5 | Listed companies | 626 |
| | 19.3.2.6 | Procedure for conversion of public into private company | 626 |
| 19.4 | | Extension of Time for Redemption of Preference Shares | 629 |
| | 19.4.1 | Who can approach? | 631 |
| | 19.4.2 | Approval | 632 |
| | 19.4.3 | Inability to redeem | 632 |
| | 19.4.4 | Nature of order | 633 |
| | 19.4.5 | Applicability of previous judgments | 634 |
| | 19.4.6 | Usefulness of section 55(3) | 634 |
| | 19.4.7 | Procedure for seeking extension of time for redemption of preference shares | 634 |
| 19.5 | | Consolidation of Shares | 635 |
| | 19.5.1 | In what all cases is approval necessary? | 636 |
| | 19.5.2 | Procedure for consolidation of shares under the Act | 637 |
| 19.6 | | Rights of debentures holders to seek reliefs | 639 |
| | 19.6.1 | Application under section 71(9) for interim reliefs | 641 |
| | 19.6.1.1 | Who can apply? | 641 |
| | 19.6.1.2 | In which case? | 641 |
| | 19.6.1.3 | Who will be given opportunity of being heard? | 641 |
| | 19.6.1.4 | Nature of reliefs? | 641 |
| | 19.6.2 | Application to Tribunal for seeking repayment | 642 |
| | 19.6.3 | Penalty | 642 |
| | 19.6.4 | Procedure for application under section 71(9) seeking Interim Reliefs by Debenture Trustee | 642 |
| | 19.6.5 | Procedure for filing application under section 71(10) for failure to Redeem Debentures [NCLT Rule 73] | 642 |
| 19.7 | | Inspection of minutes | 643 |
| | 19.7.1 | Procedure for making application for inspection | 644 |

| | | |
|---|---|-----|
| 19.8 | Injunction on representations by outgoing directors | 644 |
| 19.8.1 | Scope of the application | 646 |
| 19.8.2 | Who can apply? | 646 |
| 19.8.3 | Under which instances? | 646 |
| 19.8.4 | What relief? | 647 |
| 19.8.5 | Procedure for making application under section 169 | 647 |
| 19.9 | Beneficial ownership | 647 |
| Chapter 20—Powers of Tribunal under other Acts | | |
| 20.1 | Introduction | 650 |
| 20.2 | Power under RBI Act | 650 |
| 20.3 | Power under Limited Liability Partnership Act, 2008 | 651 |
| 20.3.1 | Power to reduce/waive penalty | 651 |
| 20.3.2 | Power to enforce filing | 652 |
| 20.3.3 | Investigations | 652 |
| 20.3.4 | Merger and amalgamations | 653 |
| 20.3.5 | Winding up of LLP | 656 |
| 20.4 | Competition Act | 657 |
| Chapter 21—Appeals, Reviews and Writs | | |
| 21.1 | Introduction | 659 |
| 21.2 | Appeal from order of NCLT | 659 |
| 21.2.1 | Section 421 of the Companies Act, 2013 | 659 |
| 21.2.2 | Section 10F of the Companies Act, 1956 | 660 |
| 21.2.3 | Section 25 of SICA | 660 |
| 21.2.4 | Distinction between section 10F of Companies Act, 1956 and section 421 of the Companies Act, 2013 | 660 |
| 21.2.5 | Similarities/distinction under SICA and Companies Act, 2013 | 661 |
| 21.2.6 | Applicability of case laws under Companies Act, 1956? | 661 |
| 21.2.7 | What orders can be appealed against? | 662 |
| 21.2.7.1 | Dictionary meaning | 662 |
| 21.2.7.2 | Case laws on meaning of the term ‘order’ | 663 |
| 21.2.8 | Who can appeal? | 664 |
| 21.2.8.1 | Dictionary meaning of “person aggrieved” | 664 |
| 21.2.8.2 | Case laws on “person aggrieved” | 664 |
| 21.2.8.3 | Analysis of the term “person aggrieved” under Companies Act, 2013 | 668 |
| 21.2.9 | Time period for filing an appeal | 669 |
| 21.2.10 | Sufficient cause | 670 |
| 21.2.10.1 | Test laid down to determine sufficient cause | 671 |

| | | |
|--|--|-----|
| 21.2.11 | Consent orders | 675 |
| 21.2.12 | Grounds of appeal | 676 |
| 21.3 | Appeal to the Supreme Court | 677 |
| 21.3.1 | Similar provisions in other Acts | 677 |
| 21.3.1.1 | The Electricity Act, 2003 | 678 |
| 21.3.1.2 | The National Green Tribunal Act, 2010 | 678 |
| 21.3.1.3 | The Telecom Regulatory Authority of India Act, 1997 | 678 |
| 21.3.1.4 | The Securities and Exchange Board of India Act, 1992 | 678 |
| 21.3.1.5 | The Companies Act, 1956 | 679 |
| 21.3.2 | Terms used in the section | 679 |
| 21.3.3 | Period of filing the appeal | 679 |
| 21.3.4 | Scope of appeal | 680 |
| 21.3.4.1 | Difference between a “questions of law” and “questions of fact | 680 |
| 21.4 | Power to review | 682 |
| 21.5 | Writ Jurisdiction | 682 |
| 21.6 | Further reading | 692 |
| Chapter 22—General Practice and Procedure | | |
| 22.1 | Introduction | 693 |
| 22.2 | General procedure & practice | 693 |
| 22.2.1 | Territorial jurisdiction | 693 |
| 22.2.2 | Filing of petition/application | 694 |
| 22.2.2.1 | Who can file | 694 |
| 22.2.2.2 | Modes of filing | 694 |
| 22.2.2.3 | How to file an application/petition | 694 |
| 22.2.3 | Documents to accompany the petition or application | 695 |
| 22.2.4 | Scrutiny of application/petition | 695 |
| 22.2.5 | Advertisement [Rule 35] | 695 |
| 22.2.6 | Notice to opposite party [Rule 37] | 696 |
| 22.2.7 | Filing of affidavit of service/advertisement | 696 |
| 22.2.8 | Service of notice and processes issued by the Tribunal [Rule 38] | 697 |
| 22.2.9 | Filing of reply and other documents by the respondents [Rule 41] | 697 |
| 22.2.10 | Filing of rejoinder [Rule 42] | 697 |
| 22.2.11 | Additional pleadings | 698 |
| 22.2.12 | Framing of Issues | 698 |

| | | |
|---|--|-----|
| 22.2.13 | Admission and denial of documents/discover and production of documents | 698 |
| 22.2.14 | Filing of affidavit of evidence [Rule 39] | 699 |
| 22.2.15 | Cross-examination of any deponent [Rule 39] | 699 |
| 22.2.16 | Summoning the witness and method of recording evidence [Rule 52] | 699 |
| 22.2.17 | Oath to witness [Rule 47] | 701 |
| 22.2.18 | Hearing of petition or application [Rule 44] | 701 |
| 22.2.19 | Action on application for applicants default [Rule 48] | 701 |
| 22.2.20 | Ex-parte hearing and disposal of petition or application [Rule 49] | 701 |
| 22.2.21 | Decision of the Tribunal | 702 |
| 22.2.22 | Order to be passed and signed [Rules 149 & 150] | 702 |
| 22.2.23 | Filing of order of the Tribunal | 703 |
| 22.2.24 | Application for execution | 703 |
| 22.2.25 | Effect of non-compliance [Rule 58] | 703 |
| 22.2.26 | Procedure for imposition of penalty under the Act [Rule 59] | 703 |
| 22.2.27 | Preservation of record [Rule 103] | 704 |
| 22.2.28 | Fees | 704 |
| 22.3 | Representation before NCLT/NCLAT | 705 |
| 22.3.1 | Authorised representative | 705 |
| 22.3.1.1 | Right to legal representation | 705 |
| 22.3.1.2 | Special authorized representatives | 706 |
| 22.3.1.3 | Amicus curiae | 706 |
| 22.3.1.4 | Dress for the authorised representatives | 707 |
| 22.3.2 | Dress for and for the parties in person | 707 |
| 22.3.2.1 | Memorandum of appearance | 707 |
| 22.3.2.2 | Clerk of authorised interns | 707 |
| 22.4 | Schedule A: schedule of fees | 708 |
| Chapter 23—Jurisdiction and Limitation | | |
| 23.1 | Introduction | 716 |
| 23.1.1 | What is jurisdiction? | 716 |
| 23.1.2 | Why is it relevant? | 716 |
| 23.1.3 | What are the types of jurisdiction? | 716 |
| 23.1.3.1 | Jurisdiction over the subject-matter | 717 |
| 23.1.3.2 | Territorial jurisdiction | 717 |
| 23.1.3.3 | Pecuniary jurisdiction | 717 |
| 23.1.3.4 | Original or appellate jurisdiction | 718 |
| 23.1.3.5 | Division bench & single bench | 718 |

| | | |
|-----------|--|-----|
| 23.1.4 | Bar on civil court jurisdiction | 718 |
| 23.1.4.1 | Case laws and their applicability | 719 |
| 23.2 | Latest Judgements on Jurisdiction of NCLT | 724 |
| 23.3 | Limitation Period | 724 |
| 23.3.1 | Applicability of Limitation Act | 725 |
| 23.3.1.1 | Scope of applicability | 725 |
| 23.2.1.2 | Interpretation of the term “as far as may be” | 728 |
| 23.2.1.3 | Calculation of limitation period | 728 |
| 23.3.2 | General principles of limitation | 728 |
| 23.3.2.1 | Dismissal of petition/application | 728 |
| 23.3.2.2 | Extension of period | 728 |
| 23.3.2.3 | Expansion of time on showing sufficient cause | 728 |
| 23.3.2.4 | Exclusions on account minority, etc | 729 |
| 23.3.2.5 | Continuous running of time | 729 |
| 23.3.2.6 | Other exclusions | 729 |
| 23.3.2.7 | Manner of computation of time limit | 729 |
| 23.3.2.8 | Ownership by prescription | 731 |
| 23.3.2.9 | Miscellaneous provisions | 731 |
| 23.3.2.10 | Schedule I: Limitation period | 731 |
| 23.3.2.11 | Enlargement of time by Tribunal [NCLT Rule 153] | 731 |
| 23.4 | Latest Judgements on Limitation | 731 |

ANNEXURE-1

National Company Law Tribunal Rules, 2016

| | | |
|----|---|-----|
| 1 | Short title and Commencement | 746 |
| | PART – I—Definitions and forms, etc. | |
| 2 | Definitions | 746 |
| 3 | Computation of time period | 749 |
| 4 | Forms | 749 |
| 5 | Format of order or direction or rule | 749 |
| 6 | Official seal of the Tribunal | 749 |
| 7 | Custody of the records | 749 |
| 8 | Sitting of the Tribunal | 749 |
| 9 | Sitting hours | 749 |
| 10 | Working hours | 749 |
| 11 | Inherent Powers | 750 |

| | | |
|--|---|-----|
| 12 | Calendar | 750 |
| 13 | Listing of cases | 750 |
| 14 | Power to exempt | 750 |
| 15 | Power to extend time | 750 |
| PART – II—Power and functions of President, Registrar and Secretary | | |
| 16 | Functions of the President | 750 |
| 17 | Functions of the Registrar | 751 |
| 18 | Functions of the Secretary | 751 |
| 19 | Delegation of powers by the President | 752 |
| PART – III—Institution of proceedings, petition, appeals, etc. | | |
| 20 | Procedure | 752 |
| 21 | Particulars to be set out in the address for service | 753 |
| 22 | Initialling alteration | 753 |
| 23 | Presentation of petition or appeal | 753 |
| 23A | Presentation of joint petition | 754 |
| 24 | Number of copies to be filed | 754 |
| 25 | Lodging of caveat | 754 |
| 26 | Endorsement and Verification | 754 |
| 27 | Translation of document | 754 |
| 28 | Endorsement and scrutiny of petition or appeal or document | 755 |
| 29 | Registration of proceedings admitted | 755 |
| 30 | Calling for records | 755 |
| 31 | Production of authorisation for and on behalf of an association | 756 |
| 32 | Interlocutory applications | 756 |
| 33 | Procedure on production of defaced, torn or damaged documents | 756 |
| PART – IV—General procedure | | |
| 34 | General Procedure | 756 |
| 35 | Advertisement detailing petition | 757 |
| 36 | Maintenance of Cash Register | 757 |
| 37 | Notice to Opposite Party | 758 |
| 38 | Service of Notices and processes | 758 |
| 38A | Multiple remedies | 759 |
| 39 | Production of Evidence by Affidavit | 759 |
| 40 | Production of additional evidence before the Bench | 759 |
| 41 | Filing of Reply and other Documents by the Respondents | 760 |

| | | |
|-----|--|-----|
| 42 | Filing of Rejoinder | 760 |
| 43 | Power of the Bench to call for further information or evidence | 760 |
| 44 | Hearing of petition or applications | 761 |
| 45 | Rights of a party to appear before the Tribunal | 761 |
| 46 | Registration of authorised representative's interns | 762 |
| 47 | Oath to the witness | 762 |
| 48 | Consequence of non-appearance of applicant | 762 |
| 49 | <i>Ex-parte</i> Hearing and disposal | 763 |
| 50 | Registry to send certified copy | 763 |
| 51 | Power to regulate the procedure | 763 |
| 52 | Summoning of witnesses and recording Evidence | 763 |
| 53 | Substitution of legal representatives | 763 |
| 54 | Assessors or valuers | 764 |
| 55 | Pleadings before the Tribunal | 764 |
| 56 | Application for execution | 764 |
| 57 | Issue of process of execution | 764 |
| 58 | Effect of non-compliance | 765 |
| 59 | Procedure for imposition of penalty under the Act | 765 |
| | PART – V – Issuance of Orders and Disposal of Cases | |
| 60 | Matters relating to the Judgments or Orders of the Tribunal | 765 |
| 61 | <i>Amicus Curiae</i> | 765 |
| 62 | Recusal | 766 |
| | PART – VI – Other Procedures | |
| 63 | Presentation and scrutiny of petitions or applications | 766 |
| | PART –VII – Procedures in respect of matters earlier dealt by other quasi-judicial bodies, courts and tribunals | |
| 64 | Matter earlier dealt by Company Law Board | 766 |
| 65 | Petition or Application under sub-section (2) of section 45QA of the Reserve Bank of India Act, 1934 (2 of 1934) | 768 |
| | PART –VIII – Special Procedure | |
| 66 | Application under sub- section (7) of section 7 | 768 |
| 67 | Petition under sub-section (41) of section 2 | 768 |
| 68 | Petition under section 14 | 769 |
| 68A | Application to cancel variation of rights under sub-section (2) of section 48 | 770 |
| 69 | Petition under sub-section (3) of section 55 | 771 |

| | | |
|-----|---|-----|
| 70 | Appeal under sections 58 and 59 | 772 |
| 71 | Application under proviso to clause (b) of sub-section (1) of section 61 | 773 |
| 72 | Appeal against the order of the Government under Section 62(4) | 774 |
| 73 | Application under sub-sections (9), (10), of section 71, section 73(4) or section 74(2) and 76(2) | 774 |
| 74 | Application for calling or obtaining a direction to call annual general meeting | 775 |
| 75 | Application for obtaining an order for calling of general meeting (other than Annual General Meeting) | 776 |
| 76 | Inspection of minute-books of general meeting | 776 |
| 76A | Application under section 130 | 776 |
| 77 | Application under section 131 | 776 |
| 78 | Application under Section 140 | 777 |
| 79 | Application under section 169 | 777 |
| 80 | Application under section 213 for investigation | 778 |
| 80A | Application under section 230 | 778 |
| 81 | Application under section 241 | 778 |
| 82 | Withdrawal of Application filed under section 241 | 778 |
| 83 | Application under section 243 | 778 |
| 83A | Application under sub-section (1) of section 244 | 779 |
| 84 | Right to apply under section 245 | 779 |
| 85 | Conducting a class action suit | 779 |
| 86 | Rule of opt-out | 780 |
| 87 | Publication of notice | 780 |
| 87A | Appeal or application under sub-section (1) and sub-section (3) of section 252 | 781 |
| 88 | Reference to the Tribunal | 782 |
| | PART – IX— Cause List | |
| 89 | Preparation and publication of daily cause list | 782 |
| 90 | Carry forward of cause list and adjournment of cases on account of non-sitting of a Bench | 783 |
| | PART-X—Record of Proceedings | |
| 91 | Diaries | 783 |
| 92 | Order sheet | 784 |
| 93 | Maintenance of court diary | 784 |
| 94 | Statutes or citations for reference | 784 |

| | | |
|-----|---|-----|
| 95 | Calling of cases in court | 784 |
| 96 | Regulation of court work | 784 |
| | PART – XI – Maintenance of Registers | |
| 97 | Registers to be maintained | 785 |
| 98 | Arrangement of records in pending matters | 785 |
| 99 | Contents of main file | 785 |
| 100 | Contents of process file | 786 |
| 101 | Execution file | 786 |
| 102 | File for miscellaneous applications | 786 |
| 103 | Preservation of Record | 786 |
| 104 | Retention, Preservation and Destruction of Records | 786 |
| | PART–XII – Service of Process / Appearance of Respondents And Objections | |
| 105 | Issue of notice | 787 |
| 106 | Summons | 787 |
| 107 | Steps for issue of fresh notice | 787 |
| 108 | Consequence of failure to take steps for issue of fresh notice | 787 |
| 109 | Entries regarding service of notice or process | 788 |
| 110 | Default of appearance of respondent and consequences | 788 |
| 111 | Filing of objections by respondent, form and consequences | 788 |
| | PART–XIII – Fee on Petition or Appeal, Process Fee And Award of Costs | |
| 112 | Fees | 788 |
| 113 | Award of costs in the proceedings | 789 |
| | PART–XIV – Inspection of Record | |
| 114 | Inspection of the records | 789 |
| 115 | Grant of inspection | 789 |
| 116 | Application for grant of inspection | 789 |
| 117 | Mode of inspection | 789 |
| 118 | Maintenance of register of inspection | 790 |
| | PART–XV – Appearance of authorised representative | |
| 119 | Appearance of authorised representative | 790 |
| 120 | Consent for engaging another legal practitioner | 790 |
| 121 | Restrictions on appearance | 791 |
| 122 | Restriction on party's right to be heard | 791 |
| 123 | Empanelment of special authorised representatives by the Tribunal | 791 |
| 124 | Professional dress for the authorised representatives | 791 |

PART–XVI—Affidavits

| | | |
|-----|---|-----|
| 125 | Title of affidavits | 791 |
| 126 | Form and contents of the affidavit | 791 |
| 127 | Persons authorised to attest | 791 |
| 128 | Affidavits of illiterate, visually challenged persons | 792 |
| 129 | Identification of deponent | 792 |
| 130 | Annexures to the affidavit | 792 |

PART–XVII—Discovery, Production and Return of Documents

| | | |
|-----|--|-----|
| 131 | Application for production of documents, form of summons | 792 |
| 132 | Suo motu summoning of documents | 792 |
| 133 | Marking of documents | 792 |
| 134 | Return and transmission of documents | 793 |

PART–XVIII—Examination of Witnesses and Issue of Commissions

| | | |
|-----|--|-----|
| 135 | Procedure for examination of witnesses, issue of Commissions | 793 |
| 136 | Examination in camera | 793 |
| 137 | Form of oath or affirmation to witness | 793 |
| 138 | Form of oath or affirmation to interpreter | 793 |
| 139 | Officer to administer oath | 794 |
| 140 | Form recording of deposition | 794 |
| 141 | Numbering of witnesses | 794 |
| 142 | Grant of discharge certificate | 794 |
| 143 | Witness allowance payable | 794 |
| 144 | Records to be furnished to the Commissioner | 794 |
| 145 | Taking of specimen handwriting, signature, etc | 795 |

PART–XIX—Disposal of Cases and Pronouncement of Orders

| | | |
|-----|---|-----|
| 146 | Disposal of Cases | 795 |
| 147 | Operative portion of the order | 795 |
| 148 | Corrections | 795 |
| 149 | Power to impose Costs | 795 |
| 150 | Pronouncement of Order | 795 |
| 151 | Pronouncement of order by any one member of the Bench | 796 |
| 152 | Authorising any member to pronounce order | 796 |
| 153 | Enlargement of time | 796 |
| 154 | Rectification of Order | 796 |
| 155 | General power to amend | 796 |

| | | |
|-----|--|-----|
| 156 | Making of entries by Court Master | 797 |
| 157 | Transmission of order by the Court Master | 797 |
| 158 | Format of order | 797 |
| 159 | Indexing of case files after disposal | 797 |
| 160 | Transmission of files or records or orders | 797 |
| 161 | Filing of Order of the Tribunal with the Registrar of Companies | 797 |
| 162 | Copies of orders in library | 798 |
| | PART-XX—National Company Law Tribunal Orders | |
| 163 | Register of Appeals, Petitions, etc | 798 |
| 164 | Placing of National Company Law Appellate Tribunal orders before Tribunal | 798 |
| 165 | Registrar to ensure compliance of National Company Law Appellate Tribunal orders | 798 |
| | SCHEDULE OF FEES | 799 |

ANNEXURE-2

National Company Law Appellate Tribunal Rules, 2016

| | | |
|----|---|-----|
| 1 | Short title and commencement | 807 |
| | Chapter – I—Definitions, Forms, etc. | |
| 2 | Definitions | 807 |
| 3 | Computation of time period | 807 |
| 4 | Forms | 808 |
| 5 | Format of order or direction or rule | 808 |
| 6 | Official seal of the Appellate Tribunal | 808 |
| 7 | Custody of the records | 808 |
| 8 | Sitting of Appellate Tribunal | 808 |
| 9 | Sitting hours of the Appellate Tribunal | 808 |
| 10 | Working hours of office | 808 |
| 11 | Inherent powers | 809 |
| 12 | Calendar | 809 |
| 13 | Listing of cases | 809 |
| 14 | Power to exempt | 809 |
| 15 | Power to extend time | 809 |
| | Part – II—Powers of the Registrar | |
| 16 | Powers and functions of the Registrar | 809 |
| 17 | Power of adjournment | 810 |
| 18 | Delegation powers of the Chairperson | 810 |

Part – III – Institution of Appeals - Procedure.

| | | |
|----|---|-----|
| 19 | Procedure for proceedings | 810 |
| 20 | Particulars to be set out in the address for service | 811 |
| 21 | Initialling alteration | 811 |
| 22 | Presentation of appeal | 811 |
| 23 | Number of copies to be filed | 812 |
| 24 | Endorsement and verification | 812 |
| 25 | Translation of document | 812 |
| 26 | Endorsement and scrutiny of petition or appeal or document | 812 |
| 27 | Registration of proceedings admitted | 813 |
| 28 | <i>Ex-parte</i> amendments | 813 |
| 29 | Calling for records | 813 |
| 30 | Production of authorisation for and on behalf of an association | 813 |
| 31 | Interlocutory applications | 813 |
| 32 | Procedure on production of defaced, torn or damaged documents | 813 |

Part – IV – Cause List

| | | |
|----|---|-----|
| 33 | Preparation and publication of daily cause list | 814 |
| 34 | Carry forward of cause list and adjournment of cases on account of non-sitting of an Appellate Tribunal | 814 |

Part – V – Record of Proceedings

| | | |
|----|-------------------------------------|-----|
| 35 | Diaries | 815 |
| 36 | Order sheet | 815 |
| 37 | Maintenance of diary | 815 |
| 38 | Statutes or citations for reference | 815 |
| 39 | Calling of cases in Bench | 815 |
| 40 | Regulation of Bench work | 816 |

Part – VI – Maintenance of Registers

| | | |
|----|---|-----|
| 41 | Registers to be maintained | 816 |
| 42 | Arrangement of records in pending matters | 816 |
| 43 | Contents of main file:- | 816 |
| 44 | Contents of process file | 817 |
| 45 | Execution file | 817 |
| 46 | File for miscellaneous applications | 817 |
| 47 | Destruction of record | 817 |

**Part – VII—Service of Process/Appearence of
Respondents and Objections**

| | | |
|----|--|-----|
| 48 | Issue of notice | 818 |
| 49 | Summons | 818 |
| 50 | Steps for issue of fresh notice | 818 |
| 51 | Consequence of failure to take steps for issue of fresh notice | 818 |
| 52 | Entries regarding service of notice or process | 818 |
| 53 | Non-appearance of respondent and consequences | 819 |
| 54 | Filing of objections by respondent, form and consequences | 819 |

Part – VIII—Fee for Appeal, Process Fee and Award of Costs

| | | |
|----|-----------------------------------|-----|
| 55 | Fee | 819 |
| 56 | Award of costs in the proceedings | 819 |

Part – IX—Inspection of Record

| | | |
|----|---------------------------------------|-----|
| 57 | Inspection of the records | 820 |
| 58 | Grant of inspection | 820 |
| 59 | Application for grant of inspection | 820 |
| 60 | Fee payable for inspection | 820 |
| 61 | Mode of inspection | 820 |
| 62 | Maintenance of register of inspection | 821 |

Part – X—Appearance of Authorised Representative

| | | |
|----|--|-----|
| 63 | Appearance of authorised representative | 821 |
| 64 | Proof of engagement | 821 |
| 65 | Restriction on party's right to be heard | 821 |
| 66 | Professional dress for the authorised representative | 821 |

Part – XI—Affidavits

| | | |
|----|---|-----|
| 67 | Title of affidavits | 822 |
| 68 | Form and contents of the affidavit | 822 |
| 69 | Persons authorised to attest | 822 |
| 70 | Affidavits of illiterate, visually challenged persons | 822 |
| 71 | Identification of deponent | 822 |
| 72 | Annexures to the affidavit | 822 |

Part – XII—Discovery, Production and Return of Documents

| | | |
|----|--|-----|
| 73 | Application for production of documents, form of summons | 822 |
| 74 | <i>Suo motu</i> summoning of documents | 823 |
| 75 | Marking of documents | 823 |
| 76 | Return and transmission of documents | 823 |

| | | |
|----|--|-----|
| 77 | Procedure for examination of witnesses, issue of Commissions | 823 |
| 78 | Examination in camera | 823 |
| 79 | Form of oath or affirmation to witness | 824 |
| 80 | Form of oath or affirmation to interpreter | 824 |
| 81 | Officer to administer oath | 824 |
| 82 | Recording of deposition | 824 |
| 83 | Numbering of witnesses | 824 |
| 84 | Grant of discharge certificate | 824 |
| 85 | Witness allowance payable | 824 |
| 86 | Records to be furnished to the Commissioner | 825 |
| 87 | Taking of specimen handwriting, signature, etc | 825 |

Part – XIV – Pronouncement of Orders

| | | |
|----|---|-----|
| 88 | Order | 825 |
| 89 | Operative portion of the order | 825 |
| 90 | Corrections | 825 |
| 91 | Pronouncement of order | 825 |
| 92 | Pronouncement of order by any one member of the Bench | 826 |
| 93 | Authorizing any Member to pronounce order | 826 |
| 94 | Making of entries by Court Master | 826 |
| 95 | Transmission of order by the Court Master | 826 |
| 96 | Format of order | 827 |
| 97 | Indexing of case files after disposal | 827 |
| 98 | Transmission of files or records or orders | 827 |
| 99 | Copies of Orders in library | 827 |

Part – XV – Supreme Court Orders

| | | |
|-----|---|-----|
| 100 | Register of Special Leave Petitions/Appeal | 827 |
| 101 | Placing of Supreme Court orders before Appellate Tribunal | 828 |
| 102 | Registrar to ensure compliance of Supreme Court orders | 828 |

Part – XVI – Miscellaneous

| | | |
|-----|---|-----|
| 103 | Filing through electronic media | 828 |
| 104 | Removal of difficulties and issue of directions | 828 |

ANNEXURE-3

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

| | | |
|---|------------------------------|-----|
| 1 | Short Title and Commencement | 831 |
|---|------------------------------|-----|

| | | |
|-----|--|-----|
| 2 | Definitions | 831 |
| 3 | Application for order of a meeting | 831 |
| 4 | Disclosures in application made to the Tribunal for compromise or arrangement.-Creditors Responsibility Statement. | 833 |
| 5 | Directions at hearing of the application | 833 |
| 6 | Notice of meeting | 834 |
| 7 | Advertisement of the notice of the meeting | 837 |
| 8 | Notice to statutory authorities | 837 |
| 9 | Voting | 838 |
| 10 | Proxies | 838 |
| 11 | Copy of compromise or arrangement to be furnished by the company | 839 |
| 12 | Affidavit of service | 839 |
| 13 | Result of the meeting to be decided by voting | 839 |
| 14 | Report of the result of the meeting by Chairperson | 839 |
| 15 | Petition for confirming compromise or arrangement | 839 |
| 16 | Date and notice of hearing | 840 |
| 17 | Order on petition | 840 |
| 18 | Application for directions under section 232 of the Act | 840 |
| 19 | Directions at hearing of application | 840 |
| 20 | Order under section 232 of the Act | 841 |
| 21 | Statement of compliance in mergers and amalgamations | 841 |
| 22 | Report on working of compromise or arrangement | 841 |
| 23 | Liberty to apply | 841 |
| 24 | Liberty of the Tribunal | 841 |
| 25 | Merger or Amalgamation of certain companies | 842 |
| 25A | Merger or amalgamation of a foreign company with a Company and vice versa | 844 |
| 26 | Notice to dissenting shareholders for acquiring the shares | 844 |
| 26A | Purchase of minority shareholding held in demat form. | 844 |
| 27 | Determination of price for purchase of minority shareholding | 846 |
| 28 | Circular containing scheme of amalgamation or merger | 847 |
| 29 | Appeal under sub-section (2) of section 238 of the Act | 847 |
| | Annexure A | 847 |
| | Annexure B | 848 |

ANNEXURE-4

National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016

| | | |
|---|---|-----|
| 1 | Short title and Commencement | 849 |
| 2 | Form of application or petition for Reduction of share capital under section 66 | 849 |
| 3 | Issue of notice and directions by the National Company Law Tribunal | 850 |

| | | |
|---|--|-----|
| 4 | Representation by Central Government, Registrar etc. under sub-section (2) of section 66 | 851 |
| 5 | Procedure with regard to representations and objections received | 851 |
| 6 | Order on application and Minute thereof | 852 |

ANNEXURE-5

Companies (Transfer of Pending Proceedings) Rules, 2016

| | | |
|----|--|-----|
| 1 | Short title and commencement | 853 |
| 2 | Definitions | 853 |
| 3 | Transfer of pending proceedings relating to cases other than Winding up | 854 |
| 4 | Pending proceeding relating to voluntary winding up | 854 |
| 5. | Transfer of pending proceedings of Winding up on the ground of inability to pay debts | 854 |
| 6 | Transfer of pending proceedings of Winding up matters on the grounds other than inability to pay debts | 855 |
| 7 | Transfer of Records | 855 |
| 8 | Fees not to be paid | 855 |

ANNEXURE-5.1

Companies (Removal of Difficulties) Fourth Order, 2016

| | | |
|---|--|-----|
| 1 | Short title and commencement.- | 857 |
| 2 | In the Companies Act, 2013, in Section 434, in sub-section (1), in clause (c), after the proviso, the following provisos shall be inserted, namely:— | 857 |

ANNEXURE-5.2

Companies (Removal of Difficulties) Order, 2017

| | | |
|---|---|-----|
| 1 | Short title and commencement.- | 859 |
| 2 | In the Companies Act, 2013, in section 434, in sub-section (1), in clause (c),— | 859 |

| | |
|---------------------|------------|
| Bibliography | 860 |
|---------------------|------------|

NCLT & NCLAT

Law, Practice & Procedure

ABOUT THE AUTHOR



Prachi Wazalwar is a highly accomplished corporate lawyer, qualified company secretary, and founder of Wazalwar & Associates, a boutique law firm specializing in corporate and commercial laws. With extensive experience in handling complex matters related to company law, insolvency, restructuring, mergers and acquisitions, and shareholder disputes, she has been recognized as an authority in the Indian legal landscape.

Prachi regularly appears before the *National Company Law Tribunal* (NCLT), *National Company Law Appellate Tribunal* (NCLAT), High Courts, and the Supreme Court of India. Her clientele spans leading corporates, financial institutions and resolution professionals, whom she advises on high-stakes legal strategy and litigation.

Beyond her legal practice, Prachi has contributed significantly to legal scholarship and policy. She was a member of the core group on NCLT constituted by the *Institute of Company Secretaries of India* (ICSI) and has been actively involved in suggesting reforms to the Companies Law Committee. She is also a respected speaker at professional forums and has conducted training sessions for regulators and insolvency professionals.

With a commitment to legal clarity and procedural efficiency, her work continues to shape the understanding and application of corporate law in India. Her contributions as a legal author have earned her widespread acclaim among practitioners, academicians, and policy-makers.

Commercial Law Publishers (India) Pvt. Ltd.

Showroom: 4239/1, Shakahar Bhawan, Ansari Road, Daryaganj, New Delhi-110002

Phones: 4350 2007, 4301 1562, 4350 2008, 4345 2009

Email: commercialhouse@yahoo.co.in • naveen.commercialhouse@gmail.com

Website: www.commerciallawpublishers.com

Price: ₹ 3295/-

ISBN : 978-93-5603-963-6

