



**CS Sidharth Sharma**  
**FCS, LL.B.**

## **Power of NCLT to Call Annual General Meeting and Meetings of Members, etc**

---

- Section 97 empowers Tribunal to Call the Annual General Meeting
- Section 98 empowers Tribunal to Call meeting of members other than Annual General Meeting

### **Analysis of Section 97**

Section 97 of the Companies Act, 2013 empowers National Company Law Tribunal to call the Annual General Meeting of the company on an application of the any member of the company if such company has made the default in holding the annual general meeting of the company under section 96 of the Companies Act, 2013. NCLT can call or direct the calling of the annual general meeting of the company and also give the directions as the tribunal thinks fit and proper in pursuance to the holding of AGM and even directions of the NCLT may include Attendance of one member or Proxy of the member will deemed to constitute the AGM irrespective of Quorum provisions of the Companies Act.

Points to be noted as under:

1. The Application to the Tribunal for Holding the AGM must be made by the member of the company.
2. Member means the member as prescribed under section 2(55) of the Companies Act, 2013.
3. NCLT can call the AGM themselves and direct the company to call the AGM.
4. NCLT can give the directions which are consequential or ancillary to the AGM convening.
5. NCLT may even give the directions which may include the attendance of one member or proxy of member be considered as valid to constitute the AGM irrespective of any other provisions.

In nutshell, a member, irrespective of the percentage of his shareholding in the company, can move the application to NCLT for holding of Annual General Meeting in public interest or where he finds or suspects any activity of the company be detrimental to the interest of stakeholders. Section 97 is not only empowers the NCLT for holding the AGM but also empowers the member of the company to move an application to NCLT for holding AGM irrespective of his shareholding in the company.

## **Analysis of Section 98**

Where, for any reason, it is impracticable to call a meeting of the company other than Annual General Meeting, NCLT either Suo moto or on an application of the member or director of the company may call, or to hold or conduct the meeting of the company in the manner prescribed by this Act or the articles of the company.

Points to be noted as under:

1. It must be impracticable to call meeting of the company.
2. The Applicant can be member or director of the company.
3. NCLT Suo moto call the meeting wherever it finds suitable to NCLT in interest of stakeholders
4. NCLT may order a meeting of the company to be called, held and conducted in such manner as the it thinks fit;
5. NCLT may give such ancillary or consequential directions as the Tribunal thinks expedient, including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operation of the provisions of this Act or articles of the company.
6. NCLT directions may include a direction that one member of the company present in person or by proxy shall be deemed to constitute a meeting.

In Nutshell, Apart from AGM, Any EGM may be called by NCLT either suo moto or on application of member or director of the company where it is impracticable for the company to call the meeting of members. NCLT may give the directions for holding the meeting which may even include the attendance of one member or proxy of member in the general meeting be considered as valid meeting irrespective of any other provisions of the Companies Act.

In both the Cases, whether it is AGM or EGM, the One man meeting is possible if NCLT so directs in their order of directions for convening the meeting whichever the case may be. Calling of AGM By NCLT is only possible when an application by member is placed before the NCLT but in case of EGM, NCLT either Suo moto or on an application of member or director may issue the directions for conducting the EGM.

## **CONTACT**

**CS Sidharth Sharma**

**9811134037**

**Website**

**[www.cssidharthsharma.com](http://www.cssidharthsharma.com)**

---

*Disclaimer: The content of the Article is only for the knowledge sharing and not for any legal use. Kindly refer to the relevant existing provisions of applicable Laws and regulations before making any opinion based on this article.*