

April 7, 2019

The General Manager

Corporate Relations Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Scrip Code No. 532481

Mr. K Hari

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code No. NOIDA TOLL EQ

Sub: Intimation for exemption granted by National Company Law Tribunal, Mumbai Bench, in respect of appointment of Independent Directors and Woman Director

Dear Sirs,

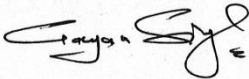
With reference to the captioned subject, this is to inform you that National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including Noida Toll Bridge Company Limited, regarding appointment of independent directors and women directors.

The copy of the order is enclosed herewith.

This is for your information.

Regards

Sincerely



**Gagan Singhal
Company Secretary & Compliance Officer**

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

MA 1576/2019, MA 1577/2019 and MA 1054 of 2019
in C.P. No. 3638/2018

(Under Section 241 and 242 of the Companies Act, 2013)

In the matter of

Union of India, Ministry of
Corporate Affairs Petitioner

v/s.

Infrastructure Leasing And
Financial Services Limited & Ors.
... Respondents

Delivered on 26.4.2019

Coram: Hon'ble Member (Judicial) Shri V. P. Singh
Hon'ble Member (Technical) Shri Ravikumar Duraisamy

For the Petitioner: Shri Sanjay Shorey, JD (Legal & Prosecution),
MCA, New Delhi, Shri Manmohan Juneja, RD, WR, Mr. Meghav Gupta,
CP at MCA, Mr. Rakesh Tiwari, ROC, Mumbai

For the Respondent: Mr. Ashish Kamat, Mr. Aditya Sikka, Ms.
Neelakshi Bhadauria, Mr. Ravi Kadam, Sr. Advocate, Ms. Vedika
Chetan, i/b Junnarkar & Associates

Order dictated in Open Court

ORDER

MA 1576/2019 and MA 1577/2019 have been filed by Union of India, MCA in connection with CP 3638/2018, seeking *impleadment of Mrs Asha Kiran Bawa and Ms Akansha Bawa as Respondent Nos. 319 and 320 in the original company petition no. 3638/2018; and further relief has been seeking to extend the order dated 3.12.2018, as modified by order dated 16.1.2019 passed by this Tribunal in CP No.3638/2018 to the additional Respondent Nos. 319 and 320.*

MA 1576/2019

It is stated in the application that due to the continuous failure of the Infrastructure Leasing and Financial Services Ltd. (IL&FS) - Respondent No. 1, to service its debt and imminent possibility of contagion effect in the financial market, the Applicant-Petitioner, at the

request of Department of Economic Affairs, filed Company Petition No. 3638/2018 under Sections 241 and 242 of the Companies Act, 2013 before this Hon'ble Tribunal *inter alia* seeking suspension of the then Board of Directors of Respondent No. 1 and further seeking restraint on alienation of moveable and immovable properties of the respondents named therein during the pendency of investigation into the affairs of Respondent No. 1 and its subsidiaries, which had been ordered to be carried out by the Serious Fraud Investigation Office (SFIO) vide order dated 30/09/2018, under Section 212(1)(a) & (c) of the Companies Act, 2013.

The Petitioner further states that this Tribunal, vide order dated 1.10.2018 passed an order whereby the then Board of Directors of IL&FS was suspended, and government-nominated directors have been appointed, who have been tasked with the orderly resolution of the IL&FS and its group companies. Being cognizant of the fact that the mismanagement existed across the IL&FS Group, on an application by the Petitioner, this Tribunal, by Order dated 9.10.2018, further permitted the newly appointed Directors to appoint themselves as Directors on the group/subsidiary/associate/jointly controlled entities or operations of IL&FS Ltd. During the resolution process, the Petitioner had also sought a moratorium against the creditors, which was granted by an interim order passed by Hon'ble NCLAT, vide its order dated 15.10.2018 in Company Appeal Nos. 346 & 347 of 2018. The matter is still sub-judice before the Hon'ble NCLAT. Petitioner further states that based on the SFIO's interim report dated 30.11.2018, the Petitioner immediately sought impleadment of further respondents in the Company Petition No. 3638/2018. These respondents were persons named as accused in the SFIO's Interim Report dated 30.11.2018. Union of India also sought certain reliefs under Sections 242(4), 246 r.w. Section 339 of the Companies Act, 2013 against the additional respondents namely Mr Hari Sankaran, Mr Arun K. Saha, Mr Ravi Ramaswami Parthasarthy, Mr Vibhav Kapoor, Mr K. Ramachandra, Mr R.C. Bawa, Mr Pradeep Puri, Mr S. Rengarajan and Mr Mukund Sapre. Interim reliefs were sought by the Petitioner against the said respondents *among other things* seeking disclosure of moveable and immovable properties/assets and further restraining them from mortgaging or creating charge or lien or third-party interest

or in any way alienating, the moveable or immoveable properties owned by them, including jointly held properties.

It is further stated in the application that:

1. That upon hearing the applications above at length and appreciating the urgency involved and gravity of the matter, this Hon'ble Tribunal, vide its order dated 03/12/2018, *among other things* directed:

“Keeping in view the submissions and given the circumstances, we are relying upon the interim report of SFIO, and we at this moment pass the interim order and directing the Respondent Nos. 2, 3, 9 and 313 to 318 (namely S/Shri Hari Sankaran, Arun K Saha, Ravi Ramaswami Parthasarthy, Vibhav Kapoor, K. Ramachandra, R.C. Bawa, Pradeep Puri, S. Rengarajan and Mukund Sapre, to disclose their moveable and immovable properties/assets, including bank accounts, lockers owned by them in India or anywhere in the world, including jointly held properties.

Further direction is being issued against the above mentioned Respondent Nos. 2, 3, 9 and 313 to 318 restraining them from mortgaging or creating charge or lien or creating third party interest or in any way alienating, the moveable or immoveable properties owned by them, including jointly held properties.

The above-mentioned Respondents are further restrained from dealing with the securities in any company till the next date of hearing.”

Copy of the order dated 03/12/2018 is annexed herewith as **Annexure A-5.**

2. That the order above dated 03/12/2018 still subsists. However, it is submitted that this Hon'ble Tribunal considered the orders above dated 03/12/2018 in another application M.A. No. 126/2019 in Company Petition No. 3638/2018, and after

hearing passed the following directions vide orders dated 16/01/2019:

“20. It is therefore clear that the Order of this Tribunal passed in CP No. 3638 of 2018 has been challenged in the MA No. 422/2018 by one of the Respondents Mr S. Rengarajan, and the Hon’ble NCLAT has modified the order of this Hon’ble Tribunal to a certain extent as stated in the order itself. This is to be clarified that when the matter is sub-judice under Appeal before the Hon’ble NCLAT, which is pending, this it is beyond our jurisdiction to modify or clarify our Order dated 3.12.2018.

21. In the above circumstances, we are of the view that order passed by us on 3rd Dec 2018 stands modified to the extent of the order of Hon’ble NCLAT and by implication of that order, a sum of Rs.2 lakhs per month can be withdrawn from the bank account after intimating the Tribunal. Hon’ble NCLAT has further prohibited from withdrawing any further amount from the said or any other account.

22. Thus the interim order passed by us, which is sub-judice before Hon’ble NCLAT can only be clarified or further modified by the Appellate Court only. MA No. 126/2019 is disposed of accordingly.”

Copy of the order dated 16/01/2019 passed by this Hon’ble Tribunal in MA No. 126/2019 in CP No. 3638/2018 is annexed herewith **Annexure A-6**.

3. That under directions issued by this Hon’ble Tribunal vide its order dated 03/12/2018, the Applicant-Petitioner through letter no. RD(WR)/Legal/ IL&FS/2018 dated 06/12/2018, forwarded the same to the Indian Banks’ Association (IBA) for onward circulation to all Banks to ensure necessary compliance of the orders of this Hon’ble Tribunal. Consequently, the Applicant-Petitioner also received confirmation from the IBA, vide email dated 06/12/2018, copied to the Applicant-Petitioner, that the order dated 03/12/2018 passed by this Hon’ble Tribunal have

been forwarded to CEOs of all Member Banks for information and necessary action. Copies of the Applicant-Petitioner's letter no. RD(WR)/Legal/IL&FS/2018 dated 06/12/2018 and IBA's confirmation email dated 06/12/2018 is annexed herewith as **Annexure A-7** and **Annexure A-8**, respectively.

4. That meanwhile, pursuant to the directions issued by this Hon'ble Tribunal vide order dated 03/12/2018, Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) filed a declaration dated 21/12/2018 before this Hon'ble Tribunal, disclosing the moveable and immovable assets owned by him including jointly held properties and information relating to bank accounts and lockers maintained with the various Banks. The said information was also forwarded by the Applicant-Petitioner vide letter dated 31/12/2018, to the IBA for circulation amongst all Banks and to ensure compliance of the order dated 03/12/2018 passed by this Hon'ble Tribunal. Action taken report was also requested from the IBA. Copy of the declaration dated 21/12/2018 filed by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) is annexed herewith as **Annexure A-9**. Copy of the Applicant-Petitioner's letter dated 31/12/2018 to IBA is annexed herewith as **Annexure A-10**.

5. That the Applicant-Petitioner is now in receipt of the letter dated 16/04/2019 from its subordinate office of the Regional Director (Western Region), wherein multiple instances of wilful disobedience of the order dated 03/12/2018 by Mr. Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) and his family members, have been highlighted. The same is reproduced hereunder for ready reference:

- (a) The office of the Regional Director (Western Region), upon non-receipt of any compliance report from the Banks (per circulation by IBA), itself sought details from the concerned Banks on the basis of the declaration dated 21/12/2018 made by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) before this Hon'ble Tribunal. The details

**MA 1576/2019, MA 1577/2019 and MA 1054 of 2019
In C.P. No. 3638/2018**

concerning the following accounts of Respondent No. 1 were received:

S. No.	Name of the Bank	Account No./ Locker No.	Branch
1.	Axis Bank	007010100451192	Safdarjung Enclave, New Delhi
2.	Axis Bank	007010100452007	Safdarjung Enclave, New Delhi
3.	Axis Bank	917010046057552 First Holder – AakankshaBawa Second Holder – Ramesh C. Bawa	M-61, Kalkaji, New Delhi
4.	ICICI Bank	002901061865	W-57, Greater Kailash, Part I, New Delhi - 110048

(b) From the details received, it has been noticed that regarding account no. 007010100451192 in Axis Bank, Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) has withdrawn a total sum of Rs. 1,14,93,053.12/- between 03/12/2018 to 12/04/2019 which includes Rs. 1.00 Crore on 03/12/2018 itself, Rs. 3,22,666/- for his American Express Credit Card payment on 03/12/2018, Rs. 25,000/- for his Credit Card Payment on 03/12/2018, Rs. 12,750/- on 05/12/2018, 04 withdrawals of Rs. 1,03,695/- each for his EMI on 10/12/2018, 10/01/2019, 11/02/2019 and 11/03/2019, Rs. 2,340/- and Rs. 11,822.12/- for his Electricity Bill payment to Rajdhani Power Limited on 20/12/2018, 03 withdrawals of Rs. 2.00 Lakh each as cash withdrawals for self on 08/02/2019, 25/03/2019 and 10/04/2019.

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- (c) Account No. 007010100452007 in Axis Bank was having an opening balance of Rs. 27,445/- and the same was withdrawn on 29/11/2018 and Rs. 156/- are the interest charges and the closing balance of Rs. 156/- only.
- (d) Account No. 917010046057552 with Axis Bank was having an opening balance of Rs. 2,61,911/- out of which Rs. 2.00 Lakh was withdrawn on 28/11/2018, the interest of Rs. 1,872/- was credited during the period and as on 05/02/2019, Rs. 63,783/- were withdrawn on the closing of account as full and final settlement.
- (e) From the above, it may kindly be seen that there have been withdrawals from the account over and above the withdrawals of Rs. 2.00 Lakh per month, allowed by this Hon'ble Tribunal vide its order dated 16/01/2019.
- (f) Furthermore, the office of Regional Director (Western Region) also received an email dated 12/04/2019 from Axis Bank, wherein the Bank had simply submitted the bank statements, but later on, confirmed that the Bank had marked debit freeze on both active account nos. 007010100451192 and 007010100452007. However, despite the debit freeze been marked on both accounts, the said accounts have been operated by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) in clear disobedience of the order dated 03/12/2018 issued by this Hon'ble Tribunal. Furthermore, despite the order above dated 03/12/2018 having being brought to the notice and knowledge of the Axis Bank, the said orders of this Hon'ble Tribunal have not been honoured, and the Axis Bank has allowed operation of the accounts by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018).
- (g) Furthermore, as per transaction log times received from Axis Bank, Rs. 1.00 Crore was withdrawn from account no. 007010100451192 at 10:37:13 hours on 03/12/2018 and Rs. 3,22,666/- at 13:22:58 hours on 03/12/2018.
- (h) In addition to the above, Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) also has a Locker No. 3074 with Axis Bank and Locker No. K1119 with Standard Chartered

Bank. Axis Bank has reported that Locker No. 3074 has been operated 4 times since the date of the order dated 03/12/2018, i.e., on 03/12/2018, 04/12/2018, 10/12/2018 and 27/03/2019. Further, vide letter dated 20/04/2019, Standard Chartered Bank Ltd. has provided information regarding the operation of locker account by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) or his wife Ms Asha Kiran Bawa, which locker is jointly held by them. It is pertinent to notice here that the locker has been operated twice since the date of the order dated 03/12/2018, i.e., on 03/12/2018 and 10/12/2019. This indicates that the lockers which are jointly held by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) and his wife have been operated in complete disregard to the directions were issued by this Hon'ble Tribunal vide its order dated 03/12/2018.

- (i) ICICI Bank has informed that Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) has an account with no. 002901061865, on which there is a debit freeze. However, it is pertinent to note that Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) has transferred Rs. 3.84 Crore by RTGS on 03/12/2018 vide Transaction No. 299289 to some Aakansha (probably the daughter of Mr Ramesh C Bawa). Furthermore, Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) had transferred such a huge amount on 03/12/2018 at 11:17 AM, the day when the application was filed by the Petitioner-Applicant seeking restraint on alienation of moveable and immoveable properties.

It is further stated in the application that Mr Ramesh C Bawa (Respondent No. 315 in CP No. 3638/2018) along with his family members has been trying to whisk away his properties despite restraint orders of this Tribunal. Furthermore, an adverse inference is also to be taken of the transaction of Rs. 3.84 Crore to Ms Akanksha (daughter of Mr Ramesh C. Bawa) on the day of filing of an application by the Applicant-Petitioner, seeking restraint orders against Mr Bawa. It is, therefore, most humbly submitted that the family members of Mr Ramesh C. Bawa, i.e., his wife Mrs Asha Kiran Bawa and his daughter

Ms Akansha Bawa are both beneficiaries of the misfeasance by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018) in the mismanagement of affairs of Respondent No. 1. Therefore, it is imperative that Mrs Asha Kiran Bawa and Ms Akansha Bawa be arrayed as Respondent Nos. 319 and 320 in the original company petition no. 3638/2018 as they are also necessary and proper parties in the matter, being beneficiaries of the misfeasance committed by Mr Ramesh C. Bawa (Respondent No. 315 in CP No. 3638/2018).

It is further stated that the proposed Respondents are necessary and property parties to the Original Company petition and as such it is essential they be arrayed as Respondent Nos. 319 and 320 in Company Petition No.3638/2018. It is imperative that immediate action against these persons be taken, in order to effectively support the investigation already being carried on into the affairs of Respondent No. 1 and its subsidiary companies, through the Serious Fraud Investigation Office.

Based on the above facts, the Petitioner has filed this application for Impleadment of Mrs Asha Kiran Bawa and Ms Akansha Bawa as Respondent Nos. 319 and 320 in the original Company petition No.3638/2018.

We have heard the argument of the Director (Prosecution) on behalf of Union of India, MCA and perused the record. On perusal of the record, it is clear that the amount from the account of Mr Ramesh C Bawa (R315) has been transferred to the account of his daughter Ms Akansha Bawa on 3.12.2018, i.e. after the knowledge of the application and the order passed by this Tribunal. It is also clear that they have operated the locker in respect of the restraining order passed by this Bench on 3.12.2019 and 16.1.2019. Since the substantial amount from the account of **R-315** has been transferred to the account of his daughter and wife and the applicant alleges that the alleged that amount which has been transferred, has been siphoned off from the company, in the circumstances, for proper adjudication of the case, **we hereby allow MA 5176 and pass an order for Impleadment of Mrs Asha Kiran Bawa and Ms Akansha Bawa as Respondent Nos. 319 and 320 in the original company petition no. 3638/2018.**

MA 1576/2019 is disposed of accordingly.

MA 1577/2019

On perusal of the record for MA 1577/2019, it appears that the amount which was lying in the account of R315 has been transferred to the account of his daughter and wife, after the knowledge of the petition, therefore, order has been passed for impleading them as party to the original Company Petition No.3638/2018 as R319 and R320.

Vide order dated 3.12.2018 and 16.1.2019 we have passed the restraining order whereby restriction has been imposed, the same restriction will also be imposed on R319 and R320.

MA 1577/2019 is disposed of accordingly.

MA 1054/2019

MA 1054/2019 has been filed by R1, Infrastructure Leasing and Financial Services Limited relating to CP 3638/2018, filed under Section 241-242 of the Companies Act, 2013, seeking dispensation with the requirement under Section 149 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint independent directors on the Board of the subsidiaries, jointly controlled entitles, associates and jointly controlled operations of R1. The applicant has further sought dispensation with the requirement under the second proviso to Section 149(1) read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint women directors on the Board of the subsidiaries, joint-controlled entitles, associates and jointly controlled operations of R1.

The applicant states that R1 has a large number of group companies across various sections such as Energy, Transportation, Financial Services etc who are arrayed as Respondent Nos. 12 to 313 to Company petition. The Petitioner is the Union of India, Ministry of Corporate Affairs through the Regional Director (Western Region), R2 to R9 are the erstwhile directors of R1, R10 and R11 are officers of R1 and are currently the Chief Financial Officer and Company Secretary at R1 respectively.

By the present application, R1 seeks an order for dispensation to appoint independent directors and women directors on the Board of the

subsidiaries, joint-controlled entities, associates and jointly controlled operations of R1.

It is stated in the application that Union of India has filed CP No.3638/2018 under Sections 241-242 of the Companies Act, 2013 on the ground of oppression and mismanagement of R1. In the said Petition, the Petitioner had inter alia sought relief that the then existing Board of Directors of R1 be superseded by a fresh Board of Directors in terms of Section 241(2) read with Section 242(2)(k) of the Companies Act, 2013.

By order of this Tribunal dated 1.10.2018, the then existing Board of Directors was superseded and appointed six of the eight newly appointed directors in place and by order dated 3.10.2018, 7th Director was also appointed by this tribunal.

On the application filed by the Petitioner, by order dated 5.10.2018, this Tribunal was pleased to grant the following immunities/protections, as described in our order dated 5.10.2018:

- “(i) the seven appointed Directors shall not suffer any disqualification under the Companies Act, 2013 on account of defaults committed by suspended directors of Respondent;*
- (ii) no action should be initiated against the seven appointed Directors for the past actions of the suspended Directors or any of the Officers of the R1 and the past wrongs of the suspended Directors and its officials without prior approval of this Tribunal.”*

By order dated 21.12.2018, two more Directors were appointed by this tribunal on the Board of R1 and immunities/protections granted to the seven appointed directors vide orders dated 1.10.2018 and 3.10.2018 were extended to the said new Directors.

The applicant further state that Section 149 of the Companies Act, 2013 mandates that each listed company must have 1/3rd of its Board of Directors comprise Independent Directors and also requires certain unlisted public companies which qualify the threshold of having (a) paid up share capital of Rs.10 crores; or (b) turnover of one hundred crores; or (c) in aggregate, outstanding loans, debentures and deposits exceeding Rs.50 crores only as provided in Rule 4(1) of the Companies

(Appointment and Qualification of Directors) Rules, 2014 to have at least 2 independent directors on its boards of directors. Further, important committees of the Board of Directors, such as the Audit Committee and Nomination and Remuneration Committee, require majority and half of the Directors on the committees, respectively to be independent directors.

The applicant further stated in the application that Section 149(6) of the Companies Act, 2013 provides the eligibility criteria for an independent director and excludes a “nominee director.” Therefore, the newly appointed Directors of R1 may not qualify as “independent directors” when appointed on the boards of Group Companies of Respondent 1 as they may be construed to be nominee directors of R1.

Schedule IV of the Companies Act, 2013 sets out the role and responsibilities of an independent director. Given the financial condition of the Respondent No.1 Group and the situation prevailing across the R1 Group, the newly appointed Directors are unable to find independent directors to be appointed on the Board of Directors of its Group Companies.

It is further submitted that the essence of the appointment of an Independent Director is that the Independent Director must act as an effective control to manage the conflicting interests of all stakeholders and to evaluate the risk management and financial policies of the company from an independent perspective disjunct from promoter directors or nominee directors.

In the present case, the applicant has stated that the newly appointed directors who will exercise control, directly or indirectly across the companies comprising the Respondent 1 Group have been appointed under the authority of this Tribunal on the recommendations of the Central Government.

Petitioner further states that the newly appointed Directors are discharging an important public duty of resolving the financial problems and other issues arising from mismanagement of R1 group as a whole by the earlier Board of Directors of R1.

Petitioner further states that the newly appointed Directors who exercise control over companies comprising the R1 (directly or

indirectly, partially or wholly) are performing functions similar to that of independent directors on the companies in R1 Group.

Based on the above facts, the applicant has prayed that it is just necessary, convenient and in the interest of justice to dispense with the requirement for appointing independent directors on the Board of companies where such independent directors are required.

It is further stated that as per the second proviso to Section 149 (1) of the Act read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, every listed company or every other public company having paid up share capital of 100 crore rupees or more; or turnover of 300 crore rupees or more must appoint at least one Woman Director. Several Group companies in R1 Group, fall within the classes of companies which have been prescribed above and require at least one-woman director. However, given the financial condition of R1 Group, the newly appointed Directors are unable to find women directors to be appointed on the Board of directors of its Group companies. Thus, the applicant has filed this application seeking dispensation with the requirement for appointing women directors on the board of companies where such women directors are required.

We have heard the argument of the Ld. Counsel for the applicant and also the argument advanced by Director (Prosecution) on behalf of Union of India and perused the record. It is pertinent to mention that in the petition filed on behalf of Union of India under Section 241-242 of the Companies Act, 2013, the then existing Board of Directors of R1 was superseded and nominee directors of the Central Government were appointed to take over the control and affairs of the company. Since the company is facing the precarious and critical financial conditions and since the moratorium order has been passed by Hon'ble NCLAT, in such a situation, it is difficult to find out Independent Directors and Woman Directors to be appointed.

We are of the considered view that the persons who have been appointed as nominee Directors by the Central Government/Tribunal, or independent director, therefore, there is no need to appoint Independent Director during the moratorium period. It also appears that when the company is facing such a financial crisis/other problems, it may be difficult to find out eminent/suitable independent

directors. In exercise of powers under Section 242(2)(4), we grant dispensation regarding the appointment of independent directors and women directors. However, best efforts should be made to appoint more independent/women director in each company, so as not to deprive of their participation in the Board.

The prayer for dispensation for appointing the Company Secretary cannot be granted hence rejected.

MA 1054/2019 is disposed of accordingly.

Sd/-
RAVIKUMAR DURAISAMY
Member (Technical)

Sd/-
V. P. SINGH
Member (Judicial)