NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.206

CP/26(MP)2026

Order under Section 55(3) r.w. Rule 11 & 69

IN THE MATTER OF:

Premium Global Realty (India) Pvt Ltd **.....Applicant**

Coram:

Hon'ble Shri Brajendra Mani Tripathi, Member (J)
Hon'ble Shri Man Mohan Gupta Member (T)

PRONOUNCEMENT OF ORDER
Delivered on 05/11/2026

The case is fixed for pronouncement of the order.

The order is pronounced in open Court *vide* separate sheet.

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

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NATIONAL COMPANY LAW TRIBUNAL

BENCH AT INDORE

CP 26 of 2026

[A Petition filed under Section 55(3) of the Companies Act, 2013 read with Rules 11 and 69 of the National Company Law Tribunal Rules, 2016]

M/s Premium Global Realty (India) Private Limited

Having its registered office at

401, Starlit Tower, IV Floor,

29, Y.N. Road, Indore

Through its Director,

Mr. Sudarshan Kumar Bandi

……. Petitioner

CORAM

Brajendra Mani Tripathi, Hon'ble Member (J)

Man Mohan Gupta, Hon'ble Member (T)

APPEARANCE

For the Petitioner: Ms. Himani Chouhan, Adv.

Order Pronounced on: 05.11.2026

O R D E R

1. This Company Petition, **CP 26 OF 2026,** has been filed by **Premium Global Realty (India) Private Limited ("Petitioner"/ "Company")** through its Director, **Mr. Sudarshan Kumar Bandi,** under Section 55(3) of the Companies Act, 2013 ("Act") read with Rules 11 and 69 of the National Company Law Tribunal Rules, 2016. The Petitioner has prayed for the following reliefs: -

   a) To approve the issue of 13,50,000 10% non-cumulative redeemable preference shares having face value of Rs. 10/- each, in lieu of the unredeemed preference shares amounting to Rs. 1,35,00,000/-, in accordance with Section 55(3) of the Act, to the respective shareholders; and

   b) To pass such other or further orders as may be deemed fit and proper in the interest of justice.

2. The brief facts, as they appear from the pleadings and the documents on record, are as follows: -

   i. The Petitioner was incorporated on 19.04.2011 under the Companies Act, 1956 (CIN U45200MP2011PTC025809). It is an unlisted private company engaged in the business of construction, development and takeover of houses, colonies and buildings. Its registered office is at 401, Starlit Tower, 29, Y.N. Road, Indore, Madhya Pradesh, within the territorial jurisdiction of this Bench.

ii. The authorised share capital of the Petitioner is **Rs. 1,50,00,000/-,** divided into 1,50,000 equity shares of Rs. 10/- each and 13,50,000 10% redeemable non-cumulative preference shares of Rs. 10/- each. Its issued and paid-up share capital is also Rs. 1,50,00,000/-, being Rs. 15,00,000/- in equity shares and Rs. 1,35,00,000/- in preference shares. The equity shares are held by Mr. Sudarshan Kumar Bandi (79,000 shares), Mrs. Sushma Bandi (70,000 shares) and Mr. Gaurav Bandi (1,000 shares). The Petitioner states that the shareholding as on 31.03.2025 is the same as on 31.03.2026.

iii. On 15.12.2015 the Petitioner issued 3,50,000 10% non-cumulative redeemable preference shares of Rs. 10/- each, aggregating Rs. 35,00,000/-, to Mrs. Sushma Bandi. On 31.03.2016 it issued a further 10,00,000 such shares, aggregating Rs. 1,00,00,000/-, of which 1,00,000 shares were allotted to Mrs. Sushma Bandi and 9,00,000 shares to Mr. Sudarshan Kumar Bandi. The shares carry dividend at 10% per annum, non-cumulative, and are redeemable in seven years.

iv. The shares issued on 15.12.2015 fell due for redemption on 15.12.2022 and those issued on 31.03.2016 on 31.03.2023. The Petitioner did not redeem them. The 13,50,000 unredeemed preference shares, aggregating Rs. 1,35,00,000/-, are now held by Mr. Sudarshan

Kumar Bandi (9,00,000 shares) and Mrs. Sushma Bandi (4,50,000 shares).

v. A notice dated 05.03.2026 was issued for an Extra-Ordinary General Meeting of the members of the Petitioner. The meeting was held on 20.04.2026 at the registered office and was attended by all three equity shareholders, namely Mr. Sudarshan Kumar Bandi, Mrs. Sushma Bandi and Mr. Gaurav Bandi. The members unanimously passed a special resolution approving the filing of this Petition under Section 55(3) of the Act for issue of further 10% non-cumulative redeemable preference shares equal to the amount of Rs. 1,35,00,000/- due on the unredeemed preference shares, on the same terms and conditions, including tenure, redemption period, rate of dividend and other matters, as may be determined by the Board of Directors and approved by this Tribunal.

vi. On the same day, 20.04.2026, Mr. Sudarshan Kumar Bandi and Mrs. Sushma Bandi, who together hold the entire preference share capital, gave separate written consents to the fresh issue of the preference shares held by each of them on the same terms and conditions. Each of them also waived all claim to overdue dividend, interest or compensation on those shares. Consent letters of the preference shareholders are annexed as **Annexure F (Colly).**

vii. Form MGT-14, which included this special resolution, was filed with the Registrar of Companies on 29.04.2026 (SRN AC3240072).

viii. By a resolution dated 01.06.2026 the Board of Directors of the Petitioner authorised Mr. Sudarshan Kumar Bandi to file and conduct this Petition. The Petition is dated 08.06.2026 and was registered on 09.06.2026.

CONTENTIONS OF THE PETITIONER

3. The learned counsel for the Petitioner has contended as follows: -

i. The preference shares fell due on 15.12.2022 and 31.03.2023, but the Petitioner had inadequate accumulated profits and insufficient financial resources to redeem them. It had neither profits available for dividend nor the proceeds of a fresh issue, as Section 55(2)(a) of the Act requires. The profit after tax and reserves of the Petitioner for the financial years 2021-22 to 2024-25, as shown in the Petition and the audited financial statements, were inadequate against the Rs. 1,35,00,000/- required for redemption.

ii. The Articles of Association **(Annexure-C)** authorise the issue of preference shares. Holders of 100% of the preference shares have consented in writing and have waived dividend and interest. The members have approved the proposal by a special resolution, for which Form MGT-14 has been filed with the Registrar of Companies, and its copy and challan are on record.

iii. The rights and interests of the equity shareholders are not affected by the proposed issue, as all the equity shareholders have approved it.

iv. The further shares are proposed on the same terms and conditions as the unredeemed preference shares, and on their issue the unredeemed preference shares stand deemed to be redeemed.

v. Reliance is placed on the order dated 06.11.2023 of the National Company Law Tribunal, Mumbai Bench-V in Company Petition No. 288 of 2023 (SICOM Investments & Finance Limited).

ANALYSIS AND FINDINGS

4. We have heard the learned counsel for the Petitioner and perused the Petition and the documents on record.

5. Section 55(3) of the Act applies where a company is not in a position to redeem its preference shares or to pay dividend on them in accordance with the terms of issue. Such a company may, with the consent of the holders of three-fourths in value of those shares and with the approval of the Tribunal, issue further redeemable preference shares equal to the amount due, including the dividend. On that issue, the unredeemed preference shares are deemed to have been redeemed.

6. The preference shares of the Petitioner fell due on 15.12.2022 and 31.03.2023. Under Section 55(2)(a) of the Act, such shares can be redeemed only out of profits available for dividend or out of the proceeds of a fresh issue of shares made

for that purpose. The audited balance sheet of the Petitioner as on 31.03.2025 shows reserves and surplus of Rs. 72,29,900/-, against Rs. 1,35,00,000/- due on the preference shares, and a profit after tax of Rs. 3,69,930/- for that year. The Statutory Auditors' report on the financial statements for 2024-25 is qualified and records that the reserves and surplus are overstated by Rs. 226.49 lakh. The notes to the same financial statements record that the preference shares remain unredeemed for want of sufficient profit. We are satisfied that the Petitioner is not in a position to redeem the preference shares.

7. The preference shares are held by Mr. Sudarshan Kumar Bandi (9,00,000 shares) and Mrs. Sushma Bandi (4,50,000 shares). Each gave a written consent on 20.04.2026 and each attended the Extra-Ordinary General Meeting held on that day. Their consent covers 100% of the preference shares in value, which is more than the three-fourths required. As all the holders have consented, the proviso to Section 55(3), which deals with holders who have not consented, does not arise.

8. The Articles of Association of the Petitioner permit the issue of preference shares, and its authorised share capital includes 13,50,000 redeemable preference shares of Rs. 10/- each. The members, including all the equity shareholders, approved the proposal by a special resolution passed on 20.04.2026, and Form MGT-14 including it was filed with the Registrar of Companies on 29.04.2026.

9. Both preference shareholders have waived dividend, interest and compensation on the unredeemed preference shares. The amount due is therefore the face value of Rs. 1,35,00,000/-, which corresponds to 13,50,000 shares of Rs. 10/- each. In their consent letters the preference shareholders agreed to the fresh issue on the same terms and conditions, and the Petitioner proposes to issue the shares on those terms. By the Explanation to Section 55(3), the issue of further shares and the redemption of the unredeemed shares are not an increase or a reduction in the share capital of the Petitioner.

10. For these reasons, we hold that the conditions of Section 55(3) of the Act are satisfied and the Petition is liable to be allowed.

ORDER

11. In exercise of the powers conferred under the Companies Act, 2013, this Adjudicating Authority hereby passes the following order: -

    a) The Petitioner is permitted to issue and allot 13,50,000 10% non-cumulative redeemable preference shares of Rs. 10/- each, aggregating Rs. 1,35,00,000/-, in lieu of the unredeemed preference shares, namely 9,00,000 shares to Mr. Sudarshan Kumar Bandi and 4,50,000 shares to Mrs. Sushma Bandi. The shares shall be issued on the same terms and conditions as the unredeemed preference shares, that is, dividend at 10% per annum, non-cumulative, and redemption in seven years.

b) On the issue and allotment of the said shares, the existing 13,50,000 unredeemed preference shares of Rs. 10/- each, aggregating Rs. 1,35,00,000/-, shall be deemed to have been redeemed. The issue and the redemption shall not be deemed to be an increase or a reduction in the share capital of the Petitioner.

c) The Petitioner shall file Form INC-28 with the Registrar of Companies, Gwalior, enclosing a certified copy of this Order, within 30 days from the date of this Order.

d) Accordingly, **CP 26 OF 2026** stands **Allowed & disposed of** in the above terms.

Sd/- Sd/-

MAN MOHAN GUPTA **BRAJENDRA MANI TRIPATHI**

MEMBER (TECHNICAL) **MEMBER (JUDICIAL)**

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