

## PREFACE

The concept of Oppression and Mismanagement and its prevention dates back to the 18th Century. In the International scene, the case of *Foss v Harbottle* became the watershed moment that paved the way for development of this concept; while in India, statutory recognition was granted by the 1951 Amendment Act to Indian Companies Act, 1913 where after elaborative provisions were placed in the Companies Act, 1956. Needless to say, the Companies Act, 2013, too followed suit.

Apart from the legislative developments, the Judiciary through its various arms too has played a key role by giving more clarity over these principles in their judgements. The preliminary authority of Company Law Board under the Companies Act, 1956 was transferred to the National Company Law Tribunal under the Companies Act, 2013.

Given the longstanding nature of the concept and its altering dynamics it is significant that an attempt is made to understand the evolution of law in the O&M perspective through the lens of Judicial Pronouncements made over the years.

Keeping in the view the opportunities available for practicing professionals in the arena, the ICSI is bringing out a publication titled “**Master Guide for Prevention of Oppression and Mismanagement (NCLT Practice & Judicial Pronouncements)**”. The publication analyses various precedents set by decisions of the Hon'ble Supreme Court, High Courts, NCLATs and NCLTs. Apart from these, the publication touches upon the procedures involved in handing these matters before Tribunals, important laws involved, role of ADR system, preventive measures and International Perspective. An attempt has also been made to highlight Impact of these issues which have led to Corporate Governance Failure, Ethical Lapses and the various measures to prevent such instances from happening.

I acknowledge the valuable guidance of Sh. Bhaskara Pantula Mohan, Hon'ble Former Judicial Member/Formal Acting President, NCLT; CS (Dr.) Pundla Bhaskara Mohan, Advocate of High Court for the State of Telangana and Arbitrator, Former Judicial Member and HOD of Jaipur Branch, NCLT; Sh. Veera Brahma Rao Arekapudi, Hon'ble Former Technical Member, NCLT; Sh. D. S.V. Rama Krishna, Advocate, Sh. Y. Suryanarayana, Advocate, CS R Ramakrishna Gupta, PCS, CS Radha Krishna Sista, PCS for their suggestions and valuable guidance.

I take this opportunity to commend the efforts of the experts of the Task Force members under the impeccable and inimitable leadership of CS Venkata Ramana Rajavolu, Council Member and Chairman, Professional Research and Publication Committee who have worked relentlessly in preparing this publication. Without an iota of doubt it should be stated that the expertise of the task force members has made this publication extensive and propitious for the professionals in Practice as well as in employment.

I extol the dedicated efforts placed in by the Directorate of Academics, under the guidance of CS Lakshmi Arun, Director, comprising of Mr. Chittaranjan Pal, Deputy Director, CS Kushal Kumar, Assistant Director, Mr. V. Shiva Ram, Consultant, ICSI - CCGRT in bringing out this publication under the leadership of CS Asish Mohan, Secretary, ICSI.

I am confident that this publication will prove to be beneficial for the members both in Practice and in employment in their endeavors, and for the students in developing academic acumen and excellence as well as to Regulatory Bodies, Government Officials, Chambers of Commerce, doyens of industry and other professionals and stakeholders.

In any publication, there is always scope for further improvement. I would personally be grateful to users and readers for offering their suggestions/ comments for further refinement.

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(CS B. Narasimhan)

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*President*

*The Institute of Company Secretaries of India*