

CNR : KLHC010307782023



2026:KER:62479

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE DR. JUSTICE A.K.JAYASANKARAN NAMBIAR

&

THE HONOURABLE MRS. JUSTICE PREETA A.K.

TUESDAY, THE 11TH DAY OF AUGUST 2026/20TH SRAVANA, 1948

W.A.NO.835 OF 2023

AGAINST THE JUDGMENT DATED 02.02.2023 IN W.P(C).NO.4014 OF 2012
OF HIGH COURT OF KERALA

APPELLANT/PETITIONER:

C.J. MATHEW
AGED 75 YEARS
FLAT NO. 5B, TRINITY CROWN, TRINITY APARTMENTS,
EDAPPALLY, KOCHI- PIN 682024, NOW RESIDING AT FLAT
NO. 7D, TRINITY PERIYAR SANDS, EAST DESOM P.O, ALUVA,
PIN - 683102

BY ADV.SRI.GEORGE THOMAS (MEVADA) (SR.)
BY ADV.SRI.AMAL GEORGE

RESPONDENTS/RESPONDENTS:

- 1 THE REGISTRAR OF COMPANIES
KERALA AND LAKSHADWEEP, MINISTRY OF CORPORATE AFFAIRS,
COMPANY LAW BHAVAN, B.M.C ROAD, THRIKKAKARA,
KOCHI - 682021
- 2 THE REGIONAL DIRECTOR
SOUTHERN REGION, MINISTRY OF CORPORATE AFFAIRS,
SHASTRI BHAVAN, BLOCK 1, V FLOOR, 26, HADDOWS ROAD,
CHENNAI - 600006
- 3 THE SECRETARY
MINISTRY OF CORPORATE AFFAIRS, 'A' WING,
SHASTRI BHAVAN, RAJENDRA PRASAD ROAD,
NEW DELHI - 110001
- 4 K.J. PAUL
KUREKKAL HOUSE, MNRA 147, CROSS ROAD 8,



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COCHIN UNIVERSITY P.O, COCHIN-682022

5 MRS. BINDU PAUL
KUREEKKAL HOUSE, MNRA 147, CROSS ROAD 8,
COCHIN UNIVERSITY P.O, COCHIN- 682022

BY ADV.SRI.JOSEOH KODIANTHARA (SR)
BY ADV SHRI.T.C.KRISHNA, SENIOR PANEL COUNSEL
BY ADV.SRI.GEORGE THOMAS (SR.)
BY ADV.SRI.JOHN VITHAYATHIL
BY ADV.SRI.ABRAHAM MARKOS

THIS WRIT APPEAL HAVING BEEN FINALLY HEARD ON
11.08.2026, THE COURT ON THE SAME DAY DELIVERED THE
FOLLOWING:



J U D G M E N T

Dr. A.K. Jayasankaran Nambiar, J.

The petitioner in W.P.(C).No.4014 of 2012 is the appellant before us, aggrieved by the judgment dated 02.02.2023 of a learned Single Judge dismissing his writ petition with costs.

2. The brief facts necessary for disposal of the writ appeal are as follows:

The writ petition was filed praying *inter alia* for a direction to the Registrar of Companies to take appropriate action on Ext.P8 complaint preferred by the appellant/writ petitioner against respondents 4 and 5 invoking Section 234(7) the Companies Act, 1956, for alleged fraudulent filings effected by them to wrest control and ownership of assets of three companies namely, (i) M/s August Builders and Contracts India Pvt. Ltd., (ii) M/s Greendot Hotels and Resorts India Pvt. Ltd. and (iii) M/s Sea Queen Builders Pvt. Ltd.

3. The learned Single Judge, who considered the writ petition, took note of the contention of the respondents that the appellant had already approached the National Company Law Tribunal raising the same issues as were raised in the complaint before the Registrar of



Companies, a direction to dispose of which was sought in the writ petition. It was specifically pointed out that, in those proceedings, the appellant had suffered adverse orders, and hence, the filing of the writ petition amounted to an abuse of the process of this Court and had to be deprecated, and proceeded to dismiss the writ petition with costs.

4. In the appeal before us, we have heard Sri.George Thomas (Mevada), the learned senior counsel, duly instructed by Sri.Amal George, the learned counsel for the appellant and Sri.Joseph Kodianthara, the learned senior counsel, duly instructed by Sri. John Vithayathil, the learned counsel for respondents 4 and 5.

5. The learned senior counsel for respondents 4 and 5 submitted an argument note along with a compilation of copies of judgments/orders, which we have accepted on file, wherein, the details of the proceedings initiated by the appellant before other Forums on the same cause of action have been enumerated as follows:

Company	Date	Details of judgements by other forums	Page Number in Compilation
A) M/s. August Builders and Contracts India Private Ltd.	01/07/2011	Exhibit P8 Complaint [Pg. 62 of the WA]	
	30/06/2018	1. O.S. 96 of 2011 filed by the Petitioner Plaint as Exhibit R4(c) [Pg. 211 and 212 of WA] Dismissed as not pressed on 30.06.2018	Pg. 6
	2019	2. TCP/54/KOB/2019 before NCLT Kochi filed by the Petitioner u/s. 397, 398 of the Companies Act, 1956 alleging oppression and mismanagement	



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	30/06/2022	Same reliefs are sought [Para 1 of order dated 30.06.2022] Very same allegations [Para 4 to 7 of the order] NCLT dismissed the Petition holding that the Petitioner is not a shareholder and has no locus to file the Petition against the company. [Para 54 & 55 of the order] <i>[The Petitioner filed an Appeal against the NCLT order dated 30/06/2022 which is presently pending before NCLAT, Chennai]</i>	Pg. 8-9 Pg. 10-12 Pg. 34
B) M/s. Greendot Hotels and Resorts India Private Ltd.	01/07/2011	Exhibit P8 Complaint [Pg. 62 of the WA]	
	29/09/2015	1. O.S. 249 of 2011 filed by the Petitioner Very same allegations [Para 1] - Pg 2 & 3 Plaint rejected by order dated 29.09.2015 finding that the alleged disputes can only be decided by the company law board.	Pg. 37 & 38 Pg. 40 & 41
	2016	2. TCP.107/2016 before NCLT, Chennai filed by the Petitioner u/s. 397, 398 of the Companies Act, 1956 alleging oppression and mismanagement Very same allegations [Para 9 - 13 of the order dated 02.08.2018] Same reliefs are sought [Para 19 of the order]	Pg. 48 - 52 Pg. 57
	02/08/2018	NCLT Dismissed the Company Petition holding that the Petitioner is not a shareholder and that the allegations of fraud are hollow. [Para 43 of the order]	Pg. 82-83
	02/09/2019	3. Company Appeal (AT) No.321 of 2018 filed by the Petitioner before the NCLAT, Chennai challenging order in TCP.107/2016 by NCLT, Chennai NCLAT dismissed the Company Appeal by order dated 02.09.2019 [Para 42 of the order]	Pg. 107
	15/11/2019	4. Appeal to the Supreme Court by the Petitioner dismissed by Order dated 15.11.2019 in C.A.No.8293 of 2019.	Pg. 109
	02/06/2020	Review Petition Diary No. 46276/2019 filed by the Petitioner also dismissed by order dated 02.06.2020.	Pg. 112

With respect to the third company, M/s.Seaqueen Builders Private Ltd., even though the Petitioner was admittedly never a shareholder, the shareholder one Mr. P.M. Johnny (in whose interest also Exhibit P8 complaint has been filed), has exited the company after his shareholding was purchased by the Respondents herein as directed by the Hon'ble NCLT, which purchase has since been approved by the NCLAT and the Hon'ble Supreme Court. It is therefore, submitted that the present Writ Petition and Writ Appeal are merely an attempt to re-agitate issues and allegations, which have already been considered and rejected by statutory forums under the Companies Act, and have therefore attained finality.

A) M/s. Seaqueen Builders Private Ltd.		1. TCP/67/2016 filed by P.M. Johnny before NCLT Chennai (renumbered as TCP 14 of 2020 by NCLT Kochi) The Petitioner is admittedly not a shareholder or a party interested in the company.	
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07/07/2017	The reliefs sought for by the Applicant therein, Mr. P.M. Johnny were allowed and the NCLT directed to value the shares and specified that <i>"the first opportunity to purchase the shares is given to the Applicant therein, failing which the Respondents shall purchase the shares."</i>	Pg. 150
01/12/2021	2. The Applicant therein refused to purchase the shares, and the Respondents herein were willing to purchase the shares. In Company Application No.86/KOB/2021, the 4 th and 5 th Respondents herein were directed to purchase the shares of the Applicant P.M. Johnny	Pg. 167
26/02/2026	3. Appeal filed by P.M. Johnny challenging the purchase of shares was dismissed by the Hon'ble NCLAT, Chennai in Company Appeal (AT)(CH) No.7/2022.	Pg. 193
11/05/2026	4. Civil Appeal No.6732/2026 filed challenging NCLAT order is also dismissed by the Hon'ble Supreme Court.	Pg. 194
15/05/2026	5. Form No. SH-4 filed before the ROC evidencing purchase of entire shares of P.M. Johnny and transfer of the same	Pg. 197

6. On a perusal of the documents submitted along with the argument note, we find that the view taken by the learned Single Judge, save with regard to the imposition of costs, cannot be said to be erroneous, either on facts or in law, and does not warrant any interference. The Writ Appeal is therefore disposed by setting aside the direction in the impugned judgment imposing costs, but sustaining the impugned judgment in all other respects.

We might clarify, in this regard, that we have deemed it appropriate to delete the direction imposing costs of Rs.2,00,000/- only because, after hearing the learned senior counsel appearing for the appellant, we feel that no *mala fide* can be attributable to the



appellant/writ petitioner in not referring to the proceedings before other Forums in the writ petition, since he appears to have been under the belief, albeit erroneous, that the relief sought in those proceedings were different in nature from those sought in the writ petition.

**Sd/-
DR. A.K.JAYASANKARAN NAMBIAR
JUDGE**

**Sd/-
PREETA A.K.
JUDGE**

prp/14/8/26