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NC: 2026:KHC:52774
CMP No. 160 of 2025

CNR: KAHC010179502025

IN THE HIGH COURT OF KARNATAKA AT BENGALURU

DATED THIS THE 24TH DAY OF SEPTEMBER, 2026

BEFORE

THE HON'BLE MR. JUSTICE H.T. NARENDRA PRASAD

CIVIL MISC. PETITION NO. 160 OF 2025

BETWEEN:

1. SRI VEERENDRA PATIL KUMBRI
S/O.VEERABASAPPA KUMBRI
AGED ABOUT 55 YEARS
RESIDING AT NO.871/872
18TH MAIN, NEAR BHASHYAM CIRCLE
5TH BLOCK, RAJAJINAGAR
BANGALORE-560 010.

2. SRI.DIBBDAHALLY ESHWARAPPA SHIVAKUMAR
S/O.ESHWARAPPA
AGED ABOUT 56 YEARS
RESIDING AT DIBBDAHALLY
KOMARANAHALLI, HARIHARA TALUK
DAVANAGERE - 577 530.

3. SOUTHERN PROJECTS INDIA PRIVATE LIMITED
A COMPANY INCORPORATED
UNDER COMPANIES ACT 2013
HAVING REGISTERED OFFICE AT NO.1
2ND FLOOR, KIADB QUARTERS
100 FEET RING ROAD
OPP. TO FOURESS ENGG. COMPANY
PEENYA INDUSTRIAL AREA BANGALORE-560058
REPRESENTED BY ONE OF ITS DIRECTORS
SRI.VEERENDRA PATIL KUMBRI.

4. SOUTHERN MEP PROJECTS LLP
A LIMITED LIABILITY PARTNERSHIP ACT 2008
HAVING REGISTERED OFFICE AT NO 871/872
18TH MAIN, 5TH BLOCK, RAJAJINAGAR
BANGALORE NORTH BANGALORE-560010
REP. BY SRI.VEERENDRA PATIL KUMBRI.

...PETITIONERS

(BY SRI. VENKATESHA T S., ADVOCATE)

AND:

1. SRI MADIWALAYYA G MATH
S/O. SRI.GURUPADAYYA MATH
AGED ABOUT 47 YEARS
PRESENTLY R/AT FLAT NO.31113
BUILDING 3, TOWER 1, 11TH FLOOR
3RD UNIT, PRESTIGE JINDAL CITY
TUMAKURU MAIN ROAD, 7TH CROSS ROAD
MANJUNATHA NAGAR, BAGALAGUNTE
BANGALORE-560 073.

2. SMT.NEELAMMA MADIWALAYYA MATH
W/O. SRI.MADIWALAYYA MATH
AGED ABOUT 39 YEARS
PRESENTLY R/AT FLAT NO.31113
BUILDING 3, TOWER 1, 11TH FLOOR
3RD UNIT, PRESTIGE JINDAL CITY
TUMAKURU MAIN ROAD, 7TH CROSS ROAD
MANJUNATHA NAGAR, BAGALAGUNTE
BANGALORE-560 073.

3. SMT.SAROJA SUBRAMANYAM.R
W/O.M.P.SUBRAMANYAM
AGED ABOUT 59 YEARS
R/AT NO.230/57, 7TH CROSS
MEC LAYOUT, PEENYA 3RD PHASE
BANGALORE - 560 058.

4. SRI.SANTHOSH.S.S
S/O M.P.SUBRAMANYAM

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AGED ABOUT 36 YEARS
R/AT NO.230/57, 7TH CROSS
MEC LAYOUT, PEENYA 3RD PHASE
BANGALORE-560 058.

...RESPONDENTS

(BY SRI. JWALA KUMAR., ADVOCATE R1 AND R2:
NOTICE TO R3 & R4 IS HELD SUFFICIENT
V/O DATED:10.09.2026)

THIS CIVIL MISC. PETITION FILED UNDER SEC.11(5) OF ARBITRATION AND CONCILIATION ACT 1996., PRAYING TO APPOINT SOLE ARBITRATOR TO RESOLVE THE DISPUTE ARISE BETWEEN THE PARTIES IN CLAUSE 14 OF THE SHARE PURCHASE AGREEMENT DATED: 23.01.2023 VIDE ANNEXURE-A AND ETC.

THIS PETITION, COMING ON FOR ADMISSION, THIS DAY, ORDER WAS MADE THEREIN AS UNDER:

CORAM: HON'BLE MR. JUSTICE H.T. NARENDRA PRASAD

ORAL ORDER

1. THIS PETITION IS FILED UNDER SECTION 11(5) OF THE ARBITRATION AND CONCILIATION ACT, 1996 (FOR SHORT, "THE ACT"), SEEKING APPOINTMENT OF A SOLE ARBITRATOR FOR ADJUDICATION OF THE DISPUTES THAT HAVE ARISEN BETWEEN THE PARTIES UNDER THE SHARE PURCHASE AGREEMENT DATED 23.01.2023,

PARTICULARLY IN TERMS OF CLAUSE 14 THEREOF, PRODUCED AT ANNEXURE-A.

2. BRIEF FACTS OF THE CASE ARE THAT THE PETITIONER NO.1 AND RESPONDENTS, INCORPORATED M/S. SOUTHERN PROJECTS INDIA PRIVATE LIMITED (M/S. SPIPL) IN THE YEAR 2020, WHICH IS REGISTERED UNDER THE COMPANIES ACT, 2013. PETITIONER NO.1, BEING A SHAREHOLDER AND DIRECTOR OF M/S. SPIPL, HELD 33.33% SHAREHOLDING, COMPRISING 1,00,000 EQUITY SHARES. RESPONDENT NOS.1 AND 2, BEING DIRECTORS AND SHAREHOLDERS OF M/S.SPIPL, COLLECTIVELY HELD 33.33% SHAREHOLDING, I.E., 16.66% EACH, COLLECTIVELY COMPRISING 1,00,000 EQUITY SHARES. RESPONDENT NO.3, BEING A SHAREHOLDER, HELD 33.33% SHAREHOLDING, COMPRISING 1,00,000 EQUITY SHARES. RESPONDENT NO.4 WAS ONLY A DIRECTOR IN M/S.SPIPL WITHOUT ANY SHAREHOLDING. RESPONDENT NOS.1 AND 2, WHO WERE ALSO RUNNING A COMPANY BY NAME AND STYLE OF "SOUTHERN ELECTRIC COMPANY",

CREATED DISPUTES ON ONE OR THE OTHER REASON, WHICH ADVERSELY AFFECTED THE MANAGEMENT AND SMOOTH BUSINESS OF M/S.SPIPL. THEREFORE, IN THE INTEREST OF THE COMPANY AND TO PROTECT ITS FUTURE BUSINESS, PETITIONER NO.1 DECIDED TO ESTABLISH M/S. SOUTHERN MEP PROJECTS LLP (M/S. SMP-LLP) ALONG WITH PETITIONER NO.2. THE PETITIONERS, BEING AGGRIEVED BY THE FREQUENT INTRUSIONS BY RESPONDENT NOS.1 AND 2, DECIDED TO PURCHASE THEIR SHAREHOLDING IN M/S. SPIPL. ACCORDINGLY, THE PETITIONERS, BY WAY OF SHARE PURCHASE AGREEMENT DATED 23.01.2023, PURCHASED THE SHAREHOLDING OF RESPONDENT NOS.1 AND 2 IN M/S. SPIPL, INCLUDING THE SHAREHOLDING OF RESPONDENT NO.3. AS PER CLAUSE 7.1 OF THE SHARE PURCHASE AGREEMENT DATED 23.01.2023, THE PETITIONERS AGREED TO WITHDRAW THE TRADE NAME "SOUTHERN" FROM M/S.SPIPL AND M/S.SMP-LLP, UNDER THE IMPRESSION THAT RESPONDENT NOS.1 AND 2 HAD

REGISTERED THE TRADEMARK IN RESPECT OF THE TRADE NAME "SOUTHERN". SUBSEQUENTLY, THE PETITIONERS LEARNT THAT RESPONDENT NOS.1 AND 2 HAD NOT REGISTERED THE NAME "SOUTHERN". HENCE, THE PETITIONERS REQUESTED THE RESPONDENTS TO GIVE GO-BY TO OR WAIVE THE CONDITION STIPULATED IN CLAUSE 7.1 OF THE SHARE PURCHASE AGREEMENT, WHICH RESULTED IN A DISPUTE BETWEEN THE PETITIONERS AND THE RESPONDENTS.

3. AS THE DISPUTES AROSE BETWEEN THE PARTIES, THE PETITIONER NOS.1 AND 2, INVOKING THE ARBITRATION CLAUSE CONTAINED IN THE SHARE PURCHASE AGREEMENT, ISSUED A NOTICE DATED 06.02.2025, VIDE ANNEXURE-B, TO THE RESPONDENT NOS.1 TO 3 UNDER SECTION 21 OF THE ACT. THE SAID ARBITRATION CLAUSE 14 READS AS UNDER:

> **"14. ARBITRATION AND JURISDICTION**
>
> *THE PARTIES AGREE THAT IN CASE OF ANY DISPUTE ARISING IN RESPECT OF THIS AGREEMENT, THE*

MATTER SHALL BE REFERRED TO A TRIBUNAL CONSISTING OF A SOLE ARBITRATOR, TO BE JOINTLY APPOINTED BY BOTH THE PARTIES. THE ARBITRATION SHALL BE AS PER THE PROVISIONS OF THE ARBITRATION AND CONCILIATION ACT, 1996, AS MAY BE AMENDED FROM TIME TO TIME. THE DECISION OF THE ARBITRATOR SO APPOINTED SHALL BE BINDING UPON THE RESPECTIVE PARTIES. THE SEAT AND VENUE OF ARBITRATION SHALL BE AT BENGALURU HOWEVER THE VENUE MAY BE CHANGED BY MUTUAL CONCURRENCE. THE PROCEEDINGS SHALL BE CONDUCTED IN ENGLISH LANGUAGE. FURTHER, THE COURTS IN BENGALURU ALONE SHALL HAVE JURISDICTION."

4. DESPITE SERVICE OF THE SAID NOTICE, THE RESPECTIVE RESPONDENTS DID NOT FURNISH ANY RESPONSE. HENCE, THE PRESENT PETITION IS FILED SEEKING APPOINTMENT OF A SOLE ARBITRATOR.

5. LEARNED COUNSEL APPEARING FOR THE RESPONDENT NOS.1 AND 2 HAS SUBMITTED THAT THE RESPONDENTS HAVE ALSO ISSUED A NOTICE ON 27.11.2024 ALLEGING VIOLATION OF THE CONDITION OF THE SHARE PURCHASE AGREEMENT AND IN ORDER TO

PRESERVE AND PROTECT THEIR INTERESTS, INITIATED PROCEEDINGS UNDER SECTION 9 OF THE ARBITRATION AND CONCILIATION ACT, 1996 BEFORE THE COMPETENT COURT.

6. HAVING REGARD TO THE EXISTENCE OF THE ARBITRATION CLAUSE 14 IN THE SHARE PURCHASE AGREEMENT AND THE DISPUTES ARISING BETWEEN THE PARTIES IN RELATION THERETO, AND AS THE ARBITRATION CLAUSE HAS BEEN DULY INVOKED BY THE PETITIONERS BY ISSUING NOTICE UNDER SECTION 21 OF THE ACT, THIS COURT IS OF THE OPINION THAT A SOLE ARBITRATOR IS REQUIRED TO BE APPOINTED FOR ADJUDICATION OF THE DISPUTES BETWEEN THE PARTIES.

7. ACCORDINGLY, THE FOLLOWING:

ORDER

a) CIVIL MISCELLANEOUS PETITION IS **ALLOWED**.

b) SHRI RAJMOHAN SRIVATSAVA, RETIRED DISTRICT JUDGE IS APPOINTED AS THE SOLE ARBITRATOR IN THE PRESENT CASE TO ARBITRATE THE DISPUTES BETWEEN THE PARTIES AT THE ARBITRATION AND CONCILIATION CENTRE (DOMESTIC & INTERNATIONAL), BENGALURU, AS PER THE RULES GOVERNING THE SAID ARBITRATION CENTRE.

c) ALL THE CLAIMS AND CONTENTIONS OF THE PARTIES ARE LEFT OPEN.

d) REGISTRY IS DIRECTED TO COMMUNICATE THIS ORDER VIA E-MAIL TO THE ARBITRATION AND CONCILIATION CENTRE (DOMESTIC & INTERNATIONAL), KHANIJA BHAVAN, BENGALURU, AND ALSO TO THE SOLE ARBITRATOR.

e) REGISTRY IS DIRECTED TO RETURN ALL THE ORIGINAL DOCUMENTS PRODUCED BY ANY OF THE PARTIES AFTER OBTAINING PHOTOSTAT COPIES OF THE SAME.

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f) PARTIES ARE DIRECTED TO APPEAR BEFORE THE DIRECTOR, ARBITRATION AND CONCILIATION CENTRE, BENGALURU, ON **22.10.2026** AT 11:30 A.M.

(H.T. NARENDRA PRASAD)
JUDGE

HA
LIST NO.: 1 SL NO.: 3