

NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.204
Cont.P./1(MP)2025
in
CP/4(MP)2024

Order under Section Rule 11

IN THE MATTER OF:

Ayush Gupta & Anr
V/s
Vino Infratech Pvt Ltd & Ors

.....Applicant

.....Respondent

Coram:

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

PRONOUNCEMENT OF ORDER
Delivered on 18/06/2026

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)

Tomar

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

NATIONAL COMPANY LAW TRIBUNAL

BENCH AT INDORE

CONTEMPT PETITION NO. 1 of 2025

IN

COMPANY PETITION NO. 04 OF 2024

[Applications filed under Rule 11 of the NCLT Rules, 2016 read with Section 425 of the Companies Act, 2013]

AYUSH GUPTA

(Director & Shareholder of Respondent No. 1)

S/o. Manohar Lal Gupta

9, Janki Nagar Nx. Indore, (M.P.) 452001

.....Applicant No.1

ADITYA GUPTA

(Shareholder of Respondent No. 1)

S/o. Manohar Lal Gupta

9, Janki Nagar Nx. Indore, (M.P.) 452001

.....Applicant No.2

Vs

VINO INFFLATECH PRIVATE LIMITED,

CIN: U45309MP2004PTC016357

406 The View, 1 Laad Colony Y.N. Road

Indore, (M.P.) 452001

.....Respondent No. 1

ABHAY GUPTA

(Director and Shareholder of Respondent No. 1)

S/o. Vinod Gupta

11, Janki Nagar Nx., Indore, (M.P.) 452001

.....Respondent No. 2

ARUNA BAI GUPTA

(Director and Shareholder of Respondent No. 1)

W/o. Vinod Gupta

11, Janki Nagar Nx., Indore, (M.P.) 452001Respondent No. 3

ADITYA SONI

(Additional Director of Respondent No. 1)

S/o. Jugal Kishor

Flat No. 205/B, C B E Saraswati Sadan CHSL,

Navghar Road, Near Gurudwara Road

Bhayander (East),

Thane, Maharashtra 401 105Respondent No. 4

Coram: Brajendra Mani Tripathi, Hon'ble Member (J)

Man Mohan Gupta, Hon'ble Member (T)

Order Pronounced On 18.06.2026

Appearance:

For the Applicant : Mr. Gaurav K. Gadodia, Adv a.w.

Mr. Kartik Batavia, Adv

For the Respondent : Mr. Pratik Tripathi, PCS a.w.

Ms. Saloni Patil, Adv

ORDER

Present application has been filed under Rule 11 of the NCLT rules, 2016 seeking following reliefs:

- *The Hon'ble Tribunal be pleased to issue notice of Contempt against the alleged contemnors.*
- *The Hon'ble Tribunal be pleased to prosecute the alleged*

contemnors under the relevant provisions of the Contempt of Courts Act, 1971.

- *Upon final hearing, punish the alleged contemnors for disobeying the Order of the Tribunal.*
- *Issue appropriate stay and direction so that the Contempt is not continued.*
- *Direct the Respondents to purge the Contempt.*
- *Direct the Respondents to undo the Board Meeting on 2nd January, 2025 as the same cannot be conducted to ratify the Board Meeting dated 22nd June, 2024.*
- *To grant an interim stay on the Extra-Ordinary General Meeting to be held on 27th January, 2025.*
- *In the alternative, if the EOGM is conducted then set aside all the decisions taken contrary to the order dated 11th December, 2024.*

I. SUBMISSIONS OF THE PETITIONERS

The Applicant submits that the Applicants are the Petitioners in CP No. 4 (MP) of 2024 filed under Sections 241 and 242 of the Companies Act, 2013 alleging acts of oppression and mismanagement by the Respondents in the affairs of Respondent No. 1 Company.

- a) The Applicant submits that during the pendency of the Company Petition, this Hon'ble Tribunal had issued various directions on 07.03.2024 and 25.04.2024 based on assurances and representations made by the

Respondents, including directions that any proposed sale of the Company's property would be undertaken strictly in accordance with law and after providing the Applicants an opportunity to participate in the process.

- b) The Applicant submits that in complete disregard of the undertaking given before this Hon'ble Tribunal, the Respondents convened a Board Meeting on 22.06.2024 and thereafter fabricated the minutes thereof to authorize execution of a sale deed dated 09.07.2024 in respect of the sole asset of Respondent No. 1 Company in favour of M/s. Gulposh Resorts Private Limited.
- c) The Applicant submits that upon discovering the said acts, the Applicants approached this Hon'ble Tribunal by filing CA No. 7 (MP) of 2024 challenging the legality of the Board Meeting dated 22.06.2024 and the consequent sale transaction. The Applicants also relied upon an audio recording and transcript of the said meeting demonstrating that no proper procedure was followed and that the purported minutes relied upon by the Respondents were fabricated.
- d) The Applicant submits that after hearing the parties, this Hon'ble Tribunal, by a common order dated 11.12.2024, held that the Board Meeting dated 22.06.2024 was not conducted in accordance with the provisions of the Companies Act, 2013, declared the sale deed dated 09.07.2024 as null and void, and specifically directed that the Respondents shall not resort to sale of the property or

create any third-party interest therein till disposal of the main Company Petition.

- e) The Applicant submits that despite having full knowledge of the aforesaid order and its contents, the Respondents wilfully and deliberately acted in violation thereof by issuing a notice dated 23.12.2024 convening a Board Meeting on 02.01.2025. The agenda items proposed in the said meeting included ratification of the very sale transaction which had been declared null and void by this Hon'ble Tribunal and further proposals having the effect of creating third-party rights in the subject property.
- f) The Applicant submits that the conduct of the Respondents in seeking approval, confirmation and ratification of the impugned sale transaction and proposing further actions concerning the said property was a direct and conscious attempt to defeat and circumvent the order dated 11.12.2024 passed by this Hon'ble Tribunal.
- g) The Applicant submits that the Applicant No. 1 attended the Board Meeting held on 02.01.2025 and raised objections to the proceedings. However, the Respondents proceeded with the meeting in a predetermined manner, failed to conduct any meaningful deliberations on the agenda items, and purportedly approved the resolutions despite being fully aware of the directions issued by this Hon'ble Tribunal.

- h) The Applicant submits that the actions of the Respondents demonstrate a deliberate and contumacious disregard for the authority of this Hon'ble Tribunal. The Respondents have consciously chosen to act contrary to the express directions contained in the order dated 11.12.2024 and have attempted to validate transactions and create rights that were expressly prohibited by the Tribunal.
- i) The Applicant submits that the acts and omissions of the Respondents squarely fall within the definition of "civil contempt" under Section 2(b) of the Contempt of Courts Act, 1971, as they constitute wilful disobedience of a judgment, direction and order of a competent judicial forum.

II. SUBMISSIONS OF THE RESPONDENTS

- a) The respondent has submitted that he has neither willfully nor deliberately breached the order dated 11.12.2024. The respondent has further submitted that the EOGM, which forms the basis of the contempt petition, already stands deferred pursuant to the order passed by the Hon'ble NCLAT on 21.01.2025, and therefore the allegation of contempt no longer survives.
- b) The respondent has submitted that both the applicants and the respondents have challenged the order dated 11.12.2024 before the Hon'ble NCLAT and that notices have been issued in the appeals. It is submitted that the

present contempt application is a consequence of personal disputes between the parties and is devoid of any valid cause of action.

- c) The respondent has submitted that a Contempt Petition No. 01/2024 is already filed by the Applicants for similar matter and during the pendency of aforesaid petition, another contempt petition is filed by the Applicants.
- d) The respondent has submitted that the board meeting dated 02.01.2025 was convened bona fide with the sole intention of complying with the observations made by the Hon'ble Tribunal in its order dated 11.12.2024 regarding deficiencies in the agenda of the earlier board meeting dated 22.06.2024. It is submitted that the agenda was circulated to provide complete information relating to the sale of land and that no agenda item reflected any intention to violate the Tribunal's directions.
- e) The respondent has submitted that there was never any intention to pass resolutions behind the back of the applicants or to undermine the authority of the Tribunal. It is contended that the applicants were duly informed of the agenda items and that the resolutions proposed were merely consequential steps taken to comply with the observations and directions contained in the order dated 11.12.2024.
- f) The respondent has submitted that the applicants have not approached the Tribunal with clean hands and have suppressed material facts, including their own offer for

purchase of the company's property through M/s Shree Tirupati Balaji FIBC Ltd. The respondent has further submitted that the said offer was for a substantially higher consideration than the existing transaction and was accepted in the interest of the company. It is contended that the applicants themselves supported such proposals earlier and are now taking contradictory positions.

- g) The respondent has submitted that the allegations relating to illegal board meetings, fabricated minutes, and unauthorized sale transactions are false, misleading, and unsupported by evidence. It is further submitted that the minutes accurately reflect the proceedings of the meeting held on 22.06.2024 and that the applicants have relied upon unauthorized and inadmissible audio recordings to support their allegations.
- h) The respondent has submitted that the appointment of an additional independent director was made in accordance with the provisions of the Companies Act, 2013, after proper notice and approval of the Board. It is contended that such appointment was necessitated in the interest of the company and cannot be treated as an act of contempt.
- i) The respondent has submitted that none of the actions undertaken by the respondents constitute willful disobedience or deliberate violation of the order dated 11.12.2024. On the contrary, all actions were taken to implement the observations and directions issued by the Hon'ble Tribunal.

IV. OBSERVATIONS AND ANALYSIS

Chronological Matrix and Legal Background:

- a) Before proceeding to examine the merits of the present contempt application, it is necessary to set out the precise chronological sequence of events, as the same is central to a proper appreciation of the controversy at hand.
- b) The order dated 11.12.2024 was passed by this Tribunal while adjudicating CA No. 7 (MP) of 2024. By the said order, this Tribunal held that the Board Meeting dated 22.06.2024 was not conducted in accordance with the provisions of the Companies Act, 2013, declared the sale deed dated 09.07.2024 as null and void, and directed that no sale of the subject property shall be undertaken and no third-party rights or interests shall be created therein till disposal of the main Company Petition being CP No. 4 (MP) of 2024.
- c) The Board Meeting which forms the subject matter of the present contempt application was held on 02.01.2025 — a mere twenty-two days after the passing of the order dated 11.12.2024. The present contempt application was filed on 04.01.2025 — within three days of the said Board Meeting.
- d) It is significant to note that at the time of the convening of the Board Meeting dated 02.01.2025, and at the time of filing of the present contempt application on

04.01.2025, no appeal had been filed before the Hon'ble NCLAT against the order dated 11.12.2024. The appeal before the NCLAT was filed only on 02.04.2025 — nearly four months after the Board Meeting in question. The matter was thereafter carried before the Hon'ble Supreme Court in Civil Appeal Nos. 11194-11195 of 2025, wherein the Hon'ble Supreme Court, vide order dated 05.12.2025, directed that the appeals pending before the Hon'ble NCLAT shall stand dismissed. Crucially, at no stage — neither before the NCLAT nor before the Hon'ble Supreme Court — was any stay granted on the operation of the order dated 11.12.2024.

- e) The main Company Petition CP No. 4 (MP) of 2024 remains pending before this Tribunal and is listed for hearing on 14.07.2026.

Legal Effect of the Order dated 11.12.2024 — Its Binding Character:

- a) Since no stay was ever granted on the order dated 11.12.2024 at any stage — neither by this Tribunal, nor by the NCLAT, nor by the Hon'ble Supreme Court — the said order remained fully operative and binding on the Respondents at all material times, including on the date of the Board Meeting dated 02.01.2025.
- b) It is trite law, as consistently held by the Hon'ble Supreme Court, that a mere filing of an appeal does not absolve a party from compliance with the order under

challenge, particularly when no stay has been granted. The Respondents were, therefore, under a continuing and unqualified obligation to comply with the directions contained in the order dated 11.12.2024 at all material times.

The Governing Legal Standard — What Constitutes Civil Contempt:

- a) The jurisdiction to punish for contempt is a special and extraordinary jurisdiction, to be exercised with the greatest care and circumspection. As held by the Hon'ble Supreme Court in *Sudhir Vasudeva v. M. George Ravishekar* reported in (2014) 3 SCC 373, Courts must not travel beyond the four corners of the order alleged to have been flouted. Only such directions which are explicit in a judgment or order or are plainly self-evident ought to be taken into account for the purpose of determining whether there has been any wilful disobedience or violation of the same.
- b) The essential ingredient of civil contempt as defined under Section 2(b) of the Contempt of Courts Act, 1971 is **wilful disobedience** — that is, deliberate, intentional, and conscious defiance of a judicial order. It is well-settled that not every act which may be inconsistent with the spirit of a Court's order constitutes contempt. Where a party acts on a bona fide interpretation of the order, even if such interpretation is ultimately found to

be erroneous, the element of wilfulness necessary to constitute contempt is absent. The standard of proof in contempt proceedings is high, and the benefit of reasonable doubt must be extended to the alleged contemnor.

Precise Directions of the Order dated 11.12.2024 — Scope and Ambit:

- a) Before examining whether the conduct of the Respondents constitutes contempt, it is necessary to carefully identify what the order dated 11.12.2024 actually directed. The operative directions of the said order were:
 - (i) That the Board Meeting dated 22.06.2024 was not conducted in accordance with the Companies Act, 2013;
 - (ii) That the sale deed dated 09.07.2024 is declared null and void;
 - (iii) That the Respondents shall not resort to sale of the property or create any third-party interest therein till disposal of the main Company Petition.
- b) It is equally important to note what the order dated 11.12.2024 **observed but did not prohibit**. The Tribunal itself observed at paragraph 8 of the said order that any decision regarding the sale of the

Company's principal asset ought to be taken with the consent of the shareholders, and at paragraph 6 thereof that the agenda of the earlier Board Meeting had disclosed inadequate information. These were observations in the nature of guidance for future conduct, and not express prohibitions.

- c) Furthermore, at paragraph 9 of the order dated 11.12.2024, this Tribunal itself noted the offer of M/s Shree Tirupati Balajee FIBC Limited for purchase of the property at Rs. 20 Crores — a buyer proposed by the Applicants themselves — though the payment conditions were found objectionable.

**Examination of the Board Meeting dated 02.01.2025 —
Whether in Violation of the Order:**

- a) Upon careful perusal of the minutes of the Board Meeting dated 02.01.2025, the following significant features emerge:
- b) **First**, the Board Meeting was convened after due notice dated 23.12.2024, in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder. The Applicant No. 1 was duly informed of the agenda items and was in fact present and participated in the proceedings of the said meeting. There was no attempt to conduct the meeting behind the back of the Applicants.
- c) **Second**, the minutes reveal that the Board expressly took note of the order dated 11.12.2024 passed by this

Tribunal and discussed the observations contained therein. This conduct is wholly incompatible with a deliberate or contumacious intent to violate the Tribunal's order. A party acting in wilful defiance of a court order does not ordinarily place that very order on the agenda of its meeting for discussion and deliberation.

- d) **Third**, with respect to Agenda Item No. 8 concerning ratification and confirmation of the earlier sale decision — it is the Respondents' case that this agenda item was placed before the Board in direct pursuance of the observation of this Tribunal that the Board Meeting dated 22.06.2024 had suffered from inadequate information and procedural irregularities. The Board sought to remedy the deficiency identified by the Tribunal by placing complete information before the Board. Critically, no new or fresh sale was effected pursuant to this resolution. No new sale deed was executed, no fresh transfer of the property took place, and no third-party right or interest was created in the subject property after the order dated 11.12.2024. The core and substantive prohibition of the order — no sale and no creation of third-party interests — was at all times honoured.
- e) **Fourth**, with respect to Agenda Item No. 9 concerning the offer of M/s Shree Tirupati Balajee FIBC Limited — this buyer was proposed by none other than the Applicants themselves, and the offer found specific mention in the order dated 11.12.2024 itself. The respondents have

convincingly argued that the purpose of placing this agenda item was to remove the conditions of payment which this Tribunal had found objectionable, and to place the revised proposal before the Board and thereafter the shareholders for consideration. Also, this was an act referable to compliance with the Tribunal's observations rather than defiance thereof.

- f) **Fifth**, it has further been pleaded and argued by the Id. Counsel for respondents that with respect to Agenda Item No. 10 for convening an Extra-Ordinary General Meeting of the Members — this was taken up in direct pursuance of the observation of this Tribunal at paragraph 8 of the order dated 11.12.2024 that shareholder consent is required for any decision regarding the sale of the Company's principal asset. The Respondents were not acting in defiance of the Tribunal's direction but were, on the contrary, attempting to give effect to the Tribunal's own guidance regarding the proper procedure to be followed. The proposed EGM was subsequently deferred by the Respondents themselves, further demonstrating the absence of any contumacious intent.

No Actual Violation of the Operative Direction:

- a) The singular and most crucial finding that must govern the outcome of this contempt application is that the operative and enforceable direction of the order dated 11.12.2024 — namely, that no sale of the property shall

be undertaken and no third-party interest shall be created therein — has been fully, completely, and at all times complied with by the Respondents.

It is an uncontroverted position on record that:

- (i) No sale of the subject agricultural land has taken place after the order dated 11.12.2024;
 - (ii) No fresh sale deed has been executed in favour of any party;
 - (iii) No third-party right, title, or interest has been created in the subject property;
 - (iv) The property continues to vest in Respondent No. 1 Company and its status remains entirely unchanged.
- b) In the absence of any actual or effective breach of the operative prohibition contained in the order dated 11.12.2024, the contempt petition cannot be sustained. The passing of resolutions in a Board Meeting, without any consequential action, does not constitute contempt of the said order.

Bona Fide Interpretation — Absence of Wilfulness:

- a) Even assuming for the sake of argument that the agenda items placed before the Board Meeting dated 02.01.2025 were not entirely in consonance with the spirit of the order dated 11.12.2024 — which is denied — the conduct of the Respondents at best reflects a bona fide, although possibly erroneous, interpretation of the observations

and directions of this Tribunal. The Respondents genuinely believed that the Board Meeting dated 02.01.2025 was being convened in compliance with and furtherance of the Tribunal's observations. This belief, whether right or wrong, negates the element of wilfulness which is the sine qua non of civil contempt.

- b) As held by the Hon'ble Supreme Court in *R.N. Dey v. Bhagyabati Pramanik* reported in (2000) 4 SCC 400, where there is no wilful or deliberate disobedience of the order, the initiation of contempt proceedings is wholly unjustified. The observations of the Hon'ble Supreme Court in the said case are squarely applicable to the facts of the present case.

The Main Petition Remains Pending — Appropriate Forum for Substantive Grievances:

- a) It is also relevant to note that CP No. 4 (MP) of 2024 — the main Company Petition filed under Sections 241 and 242 of the Companies Act, 2013 — remains pending before this Tribunal and is listed for hearing on 14.07.2026. All substantive questions touching upon the management of Respondent No. 1 Company, the validity of its corporate decisions including those taken in the Board Meeting dated 02.01.2025, and the rights and interests of the parties with respect to the subject property, are available to be urged and adjudicated in the pending main petition.

- b) The contempt jurisdiction of this Tribunal is not a substitute for the substantive adjudication of corporate disputes. Any grievance of the Applicants regarding the propriety or validity of the resolutions passed in the Board Meeting dated 02.01.2025 is more appropriately addressed in the pending main petition, where the full factual and legal matrix can be examined on merits with complete pleadings and evidence. Contempt proceedings, being summary in nature and carrying penal consequences, cannot be invoked as a tool to pre-empt or circumvent the regular adjudicatory process.

Conclusion:

- a) Having regard to the totality of the aforesaid facts, circumstances, and legal position, this Tribunal finds that the present contempt application does not make out a case of civil contempt within the meaning of Section 2(b) of the Contempt of Courts Act, 1971. The essential ingredient of wilful and deliberate disobedience of the order dated 11.12.2024 is conspicuously absent. The Respondents convened the Board Meeting dated 02.01.2025 bona fide, with due notice to all parties including the Applicants, in an earnest attempt to comply with the observations and guidance contained in the order dated 11.12.2024. The operative prohibition of the said order — no sale and no creation of third-party

interests in the subject property — has been scrupulously observed.

- b) The conduct of the Respondents, evaluated objectively and holistically, does not reflect the contumacious defiance of judicial authority which alone can attract the penal consequences of contempt. The dispute between the parties regarding the management and affairs of Respondent No. 1 Company and its principal asset shall appropriately be addressed in the main Company Petition CP No. 4 (MP) of 2024, which is listed before this Tribunal on 14.07.2026.
- c) Accordingly, the Contempt Petition No. 01 of 2025 is hereby **dismissed and disposed of**.

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)
Vanshika-LRA

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)