IN THE NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH, PRAYAGRAJ

CP NO.48/ALD/2026

(Application filed under Section 241, R/w Sections 242, 244 and 246 of the Companies Act, 2013, R/w Rules 11 & 81 of the NCLT Rules, 2016)

IN THE MATTER OF:

1. **SHAKEEL QURESHI**
Shareholder of Respondent No.1 Company
S/o Late Mr. Ibraheem Qureshi,
R/o H. No. 05, Katikuiyan, Old City, Bareilly,
Uttar Pradesh-243005
Email: SHAKEELQ754@GMAIL.COM

………. Petitioner No. 1

2. **PARVEEN QURESHI**
Shareholder of Respondent No. 1 Company
W/o Mr. Shakeel Qureshi,
R/o H. No. 05, Katikuiyan, Old City,
Bareilly, Uttar Pradesh-243005
EMAIL: PARVEENQURESHI011981@GMAIL.COM

………Petitioner No. 2

3. **SARFRAZ AHMAD ANSARI**
S/o Late Mr. Mustaq Ahmad,
R/o H. No. 872, Faiq Enclave, Phase-II,
Near Moulana Johar Park,
Bareilly, Uttar Pradesh-243006
Email: SARFARAZAHMAD10002@GMAIL.COM

.........Petitioner No. 3

VERSUS

1. **REHBER FOOD INDUSTRIES PVT. LTD.**
B-51, 2nd Floor, Butler Plaza, Civil Lines,
Bareilly, Uttar Pradesh-243001
Email: rehberadmin@rehberindustries.com

........Respondent No. 1

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2. **MOHD. AHETESHAM**
Shareholder of Respondent No. 1 Company
Bhuda Sarai, 647/2 Sambhal Sarai Tarin,
Uttar Pradesh-244303
Email: mohdahetesham12@gmail.com

……. Respondent No. 2

3. **MOHD. IMRAN**
Shareholder of Respondent No. 1 Company
647/2, Bhuda Sarai, Tareen, Sambhal, UP-244303
Email: REHANQURESHI80@YAHOO.COM

........Respondent No. 3

4. **MOHD. IRFAN**
Shareholder of Respondent No. 1 Company
647/2, Bhuda Sarai Tareen Sambhal,
Uttar Pradesh-244303
Email: REHANQURESHI80@YAHOO.COM

……. Respondent No. 4

5. **MOHD. RIZWAN**
Shareholder of Respondent No. 1 Company
647/2, Bhuda Sarai Tareen Sambhal,
Uttar Pradesh-244303
Email: REHANQURESHI80@YAHOO.COM

………Respondent No. 5

6. **MOHD. REHAN**
Shareholder of Respondent No. 1 Company
647/2, Bhuda Sarai Tareen Sambhal,
Uttar Pradesh-244303
Email: REHANQURESHI80@YAHOO.COM

.........Respondent No. 6

7. **FIROZ AHMED ZAHIR AHMED SHAIKH**
Director-Respondent No. 1 Company
B-51, 2nd Floor, Butler Plaza, Civil Lines,
Bareilly, Uttar Pradesh-243001
Email: rehberadmin@rehberindustries.com

……. Respondent No. 7

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8. NISAR MOOSA SHAIKH
Director-Respondent No.1. Company
B-51, 2nd Floor, Butler Plaza, Civil Lines,
Bareilly, Uttar Pradesh-243001
Email: rehberadmin@rehberindustries.com

..........Respondent No. 8

Order pronounced on: 22.07.2026

Coram:

Sh. Praveen Gupta	:	Member (Judicial)
Sh. Ashish Verma	:	Member (Technical)

Appearances:

Sh. Krishna Dev Vyas, Adv.	:	For Petitioners
Sh. Sunil Fernandes, Sr. Adv.	:	For Res. Nos.1, 7 & 8
Sh. Rahul Agarwal, Sr. Adv. assisted by Sh. Srijan Mehrotra, Ms. Phalguni Bhalla, Sh. Chetan Joshi & Sh. Anurup Dutta, Advs.	:	For Res. Nos.2 to 6

ORDER

1. This present petition has been filed on 14.07.2026 under Sections 241, 242 and 244 of the Companies Act, 2013 by Mr. Shakeel Qureshi, Mr. Praveen Qureshi and Mr. Sarfraz Ahmad Ansari (hereinafter collectively referred to as "Petitioners), who collectively hold 20% of the total shareholding in Respondent No. 1 Company, namely, M/s Rehber Food Industries Private Limited (hereinafter referred to as the "Respondent Company"), as also against Mr. Mohd. Ahetesham, Mr. Mohd. Imran, Mr. Mohd. Irfan, Mr. Mohd. Rizwan and Mr. Mohd. Rehan (hereinafter collectively referred to

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as the "Respondent Nos. 2 to 6”), who are also shareholders of the Respondent Company and collectively hold 70% of its total shareholding. The Petitioners have further impleaded the Directors of the Respondent Company, namely, Mr. Firoz Ahmed Zahir Ahmed Shaikh (having 10% shareholding) and Mr. Nisar Moosa Sheikh, as Respondent Nos. 7 and 8, respectively. By way of the present petiton, the Petitioners seek the following reliefs:

“a) Declare that the acts and conduct of Respondent Nos. 2 to 6, as narrated in the present Petition, constitute acts of oppression against the Petitioners as members of Respondent No.1 Company and are prejudicial to the interests of Respondent No.1 Company and its members within the meaning of Sections 241 and 242 of the Companies Act, 2013;

b) Quash and set aside the Notice dated 29.06.2026 issued by Respondent No.2 convening the Extraordinary General Meeting of Respondent No.1 Company scheduled to be held on 25.07.2026 or any other date, being illegal, oppressive, prejudicial to the interests of the Company and its shareholders, and liable to be set aside in exercise of powers under Section 242 of the Companies Act, 2013;

c) Permanently restrain the Respondents, their agents, representatives, nominees or any person acting on their behalf from convening, holding or giving effect to the Extraordinary General Meeting proposed to be held on 25.07.2026 or any other date, pursuant to the Impugned Notice dated 29.06.2026;

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d) In the alternative, in the event the Extraordinary General Meeting is convened or any resolutions are passed prior to adjudication of the present Petition, declare all such resolutions to be null, void, inoperative and not binding upon the Petitioners or Respondent No.1 Company, and consequently set aside all actions taken pursuant thereto, including but not limited to appointment or removal of Directors, filing of statutory forms, alteration of the composition of the Board of Directors or any consequential corporate action;

e) Restrain Respondent Nos. 2 to 6 from taking any steps to alter the management, control or composition of the Board of Directors of Respondent No.1 Company on the basis of the disputed shareholding and the presently exercisable voting rights, pending adjudication of the disputes concerning such shareholding before the Hon'ble High Court of Delhi and disposal of the present Petition;

f) Pass such other and further order(s), direction(s) or relief(s) as this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the present case."

2. Ld. Counsel appearing for the Petitioners submitted that the Respondent Company was incorporated on 21.12.2007 and is engaged in the business of operating an integrated abattoir-cum-meat processing plant, having its registered office at Bareilly, Uttar Pradesh. It was submitted that the registered office of the Respondent Company falls within the territorial jurisdiction of this Tribunal. Ld. Counsel further submitted that the

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Petitioners collectively hold 20% of the total issued share capital of the Respondent Company and, therefore, satisfy the eligibility requirement prescribed under Section 244(1)(a) of the Companies Act, 2013.

3. Ld. Counsel for the Petitioners, while adverting to the factual background leading to the filing of the present Petition, briefly submitted the following facts:

a. It was submitted that, at the time of incorporation of the Respondent Company, the Petitioners were the original shareholders, collectively holding 100% of the equity share capital, and were also serving as its directors. Subsequently, on 26.07.2014, new shareholders were inducted into the Respondent Company, resulting in the Petitioners' collective shareholding being reduced to approximately 60%. Thereafter, in 2018, another group of shareholders, namely the Rustom Group, was inducted into the Respondent Company who came to hold 40% of the equity share capital as on 30.06.2018. It was further submitted that the said shareholding was subsequently transferred to Respondent Nos. 2 to 6 pursuant to a Share Purchase Agreement dated 09.02.2023.

b. It was further submitted that, in the meantime, the members of the Respondent Company, including the Petitioners, entered into a Memorandum of Understanding ("MoU") dated 12.12.2022 with a view to ensuring equal participation of the Rehbar Group in the management and affairs of the Respondent Company. The said MoU governed the manner in which the shareholding of members of the Rehbar Group could be transferred and conferred binding pre-emptive rights and rights of first refusal upon the members of the Rehbar Group.

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c. It was further submitted that, on 10.02.2023, an additional 10% shareholding held by Mr. Kaukab Qureshi was transferred to Respondent No. 2, as a consequence whereof the collective shareholding of Respondent Nos. 2 to 6 increased to 50%, representing the Non-Rehbar Group. The shareholding pattern as on 2023, as relied upon by the Petitioners, is reproduced below for ready reference:

SHAREHOLDING	**%AGE**
REHBAR GROUP	
Shakeel Qureshi (Petitioner No. 1)	7.51
Sarfaraz Ahmad Ansari (Petitioner No. 2)	4.80
Praveen Qureshi (Petitioner No. 3)	7.69
Mohammed Ziauddin	10.00
Mursaleen Qureshi	10.00
Firoz Ahmed Zahir Ahmed Shaikh	10.00
TOTAL (A)	**50.00**
OTHER SHAREHOLDERS (NON-REHBAR GROUP)	
Mohd. Ahetesham (Respondent No. 2)	18.00
Mohd. Imran (Respondent No. 3)	8.00
Mohd. Irfan (Respondent No. 4)	8.00
Mohd. Rizwan (Respondent No. 5)	8.00
Mohd. Rehan (Respondent No. 6)	8.00
TOTAL (B)	**50.00**
GRAND TOTAL (A+B)	**100.00**

d. It is stated that, since July 2025, the Respondent Nos. 2 to 6 have embarked upon a continuous course of conduct with the object of acquiring the shareholding of the members of the Rehbar Group and thereby securing effective control over the affairs and management of the Respondent Company. In this regard, it was submitted that, in July 2025, Mr. Mohamed Ziauddin Maniyar, holding 10% shareholding and being a member of the Rehbar Group, expressed

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his intention to transfer his shares to another shareholder of the Respondent Company. According to the Petitioners, the proposed transfer was in breach of the MoU dated 12.12.2022, which led to the institution of Civil Suit No. 492 of 2025 before the Hon'ble High Court of Delhi. It was further stated that, during the pendency of the said proceedings, the parties arrived at a settlement pursuant to which Mr. Maniyar transferred his shares in favour of the Non-Rehbar Group, resulting in the disposal of the suit vide order dated 23.02.2026.

e. Being aggrieved by the aforesaid settlement and asserting his contractual rights under the MoU dated 12.12.2022, Petitioner No. 1 instituted recall proceedings before the Hon'ble High Court seeking recall of the order dated 23.02.2026. It was pointed out that the said proceedings are presently pending consideration. Ld. Counsel also drew the attention of this Tribunal to the interim order dated 19.03.2026, whereby the Hon'ble High Court directed the parties to maintain status quo in respect of the disputed shares, including a restraint on the exercise of voting rights. The relevant extract of the order dated 19.03.2026 is reproduced hereinbelow for ready reference:

> *"24. Considering the submissions made before this Court, it is directed that the parties shall maintain status quo with respect to the 2,91,667 equity shares of M/s. Rehbar Food Industries Pvt. Ltd., including, with regard to their further alienation encumbrance or exercise of voting rights in the company, till the next date of hearing."*

f. Referring to another instance, Ld. Counsel submitted that Mr. Mohd. Mursaleen Qureshi, a member of the Rehbar Group, initiated the

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transfer of a substantial part of his shareholding in favour of members of the Non-Rehbar Group, which, according to the Petitioners, was also in violation of the rights flowing from the MoU dated 12.12.2022. It was contended that the said transaction resulted in the institution of Commercial Suit No. 500 of 2026 before the Hon'ble High Court of Delhi. Learned Counsel submitted that the proceedings are presently pending and that, by order dated 13.05.2026, the Hon'ble High Court granted interim protection in favour of the Petitioners. The relevant extract of the said order is reproduced hereinbelow for ready reference:

> *"33. Learned Senior Counsel appearing for defendant nos. 2 and 3, upon instructions, submits that in order to proceed with the matter and to resolve the deadlock between the parties, no action shall be taken by defendant nos. 2 and 3 pursuant to the purchase of the shares of the Company by the said defendants, till the next date of hearing.*
>
> *34. The aforesaid statement is taken note of and defendant nos. 2 and 3 are held bound by the same."*

g. The Petitioners have also instituted a separate commercial suit before the Hon'ble High Court of Delhi in respect of another transfer involving shareholding originally forming part of the Rehbar Group, which is presently awaiting listing. Significantly the Petitioners assert the aforesaid sequence of events reflects a systematic attempt on the part of the Respondent Nos. 2 to 6 to dismantle the long-standing equilibrium in the shareholding pattern and management of the Respondent Company.

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h. It is thus submitted that while the disputes concerning the transfer of shares were pending adjudication before the Hon'ble High Court of Delhi, the Respondent Nos. 2 to 6 sought to secure control over the management of the Respondent Company by resorting to an indirect route. In this regard, it was submitted that Respondent No. 2 issued a requisition dated 06.05.2026 under Section 100 of the Companies Act, 2013, allegedly upon the Board of Directors to convene an Extraordinary General Meeting ("EGM") for considering, inter alia, resolutions relating to the reconstitution of the Board of Directors, including the appointment of three additional directors, one of whom was Respondent No. 6, Mr. Mohd. Rehan.

i. However, the existing Board of Directors, comprising Respondent Nos. 7 and 8, did not convene the requisitioned meeting on the ground that the requisition suffered from procedural defects. It was further submitted that, vide communication dated 03.07.2026, Respondent No. 7 also informed Respondent No. 2 that the requisition had not been validly addressed or served upon the Board of Directors in accordance with the requirements of Section 100 of the Companies Act, 2013, and, consequently, the notice convening the EGM was procedurally defective. It was contended that, notwithstanding the same, Respondent No. 2, purportedly invoking the provisions of Sections 100(4) and 100(5) of the Companies Act, 2013, proceeded to convene an EGM scheduled for 25.07.2026 by issuing the impugned notice dated 29.06.2026, which, according to the Petitioners, is illegal and contrary to law.

4. In light of the aforesaid facts and circumstances, Learned Counsel for the Petitioners submitted that the impugned notice convening the EGM forms part of the continuing course of oppressive conduct allegedly adopted by

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the Respondent Nos. 2 to 6 with a view to securing control over the affairs and management of the Respondent Company. Ld Counsel further contended that the interim orders passed by the Hon'ble High Court continue to remain in force and that the convening of the proposed EGM, while the said proceedings are pending, would adversely affect the rights of the shareholders, particularly when the voting rights attached to certain disputed shares stand frozen pursuant to the interim directions of the Hon'ble High Court. It was also contended that the requisition and the consequential notice convening the EGM suffer from procedural infirmities and are not in compliance with the requirements of Section 100 of the Companies Act, 2013. On the aforesaid premises, the Petitioners have prayed for quashing and setting aside the impugned notice dated 29.06.2026 and for restraining the holding of the EGM scheduled for 25.07.2026.

5. Per contra, Learned Senior Counsel appearing for the Respondent nos. 2 to 6, upon advance service, opposed the grant of interim relief. At the outset, Learned Senior Counsel fairly submitted that, in view of the interim orders passed by the Hon'ble High Court, the voting rights attached to certain disputed shares remain frozen. However, it was contended that the said interim orders neither prohibit nor have any bearing on the convening of the proposed EGM.

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6. It was further contended that Respondent No. 2, being a shareholder holding more than one-tenth of the issued share capital of the Respondent Company carrying voting rights, satisfies the threshold prescribed under Section 100(2) of the Companies Act, 2013 to requisition an Extraordinary General Meeting. Consequently, it was submitted that the requisition dated 06.05.2026 and the consequential notice dated 29.06.2026 were issued in accordance with the provisions of Section 100 of the Companies Act, 2013.

7. With respect to the serving of the EGM notice, the Learned Senior Counsel representing the Respondent nos. 2 to 6 submitted that the requisitionists had initially attempted to serve the requisition at the registered office of the Respondent Company. However, since the registered office was allegedly not functional and no effective service could be effected, the requisition was forwarded to Respondent No. 7, the Managing Director of the Respondent Company, through the email address as available in the record of the Company. Hence, the Managing Director had due knowledge of the requisition and, despite receipt thereof, failed to convene the EGM within the statutory period, thereby entitling the requisitionists to invoke Section 100(4) of the Companies Act, 2013.

8. Learned Senior Counsel also referred to the following communications in support of the aforesaid contentions:

i. **Email dated 06.05.2026:**

“[MOHD AHETESHAM <mohdahetesham12@gmail.com>

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To: <shakeelq754@gmail.com>, <sarfaraz@maryaagro.com>, <parveenqureshi011981@gmail.com>, <firozshaikh@rehberindustries.com>, <ETHHOUSE@gmail.com>, <rehan@alrehanexports.com>, <rehanqureshi80@yahoo.com>,<pe.bareilly@bankofbaroda.co.in>,<rm.bareilly@bankofbaroda.com>, <bareil@bankofbaroda.co.in>]

Dear Sir/Madam,

Please find attached the requisition notice for calling an Extraordinary General Meeting (EGM) of the Company.

The meeting is requested to consider matters such as the appointment of directors and other related items mentioned in the notice.

Kindly take this on record and arrange to convene the EGM as per the provisions of the Companies Act, 2013

Thank You
Special notice_final.pdf"

ii. Email dated 29.06.2026:

"[MOHD AHETESHAM <mohdahetesham12@gmail.com>

To: <shakeelq754@gmail.com>, <sarfaraz@maryaagro.com>, <parveenqureshi011981@gmail.com>, <firozshaikh@rehberindustries.com>,<ETHHOUSE@gmail.com>, <rehan@alrehanexports.com>, rehanqureshi80@yahoo.com <rehanqureshi80@yahoo.com>, <casalmanshamsi@gmail.com>, <nisar@rehberindustries.com>]

Dear Members/ Stakeholders/Directors

Please find enclosed herewith the Notice for the Extraordinary General Meeting (EGM) of Rehber Food Industries Private

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Limited, being convened by me, Mr. Mohd. Ahetesham, as a shareholder holding 18% of the Company's voting capital in accordance with Section 100(4) of the Companies Act, 2013.

The EGM is scheduled to be held on Saturday, 25th July, 2026 at 02:00 P.M. at the Factory address of the Company, situated at, near RTO office Mohanpur, Shahjahanpur road Bareilly, Uttar Pradesh-243123.

.....”

iii. **Email dated 03.07.2026 (by Respondent No. 7):**

“[Firoz Shaikh Rehber Food <firozshaikh@rehberindustries.com>

To: MOHD AHETESHAM <mohdahetesham12@gmail.com>

Cc: <shakeelq754@gmail.com>, <sarfaraz@maryaagro.com>, <parveenqureshi011981@gmail.com>, <rehan@alrehanexports.com>, rehanqureshi80@yahoo.com <rehanqureshi80@yahoo.com>, <casalmanshamsi@gmail.com>, <nisar@rehberindustries.com>, Ayesha shaikh <esthouse@gmail.com>]

Subject: Regarding Invalid EGM Notice and Procedural Requirements under the Companies Act, 2013

Dear Mr. Ahetesham,

This is with reference to the ongoing correspondence regarding your request to convene an Extraordinary General Meeting (EGM).

Please refer to your email dated 06th May 2026, wherein you requested the shareholders of the Company to convene an EGM. As per Section 100 of the Companies Act, 2013, any such requisition must be formally deposited with the Board of Directors at the registered office of the Company. However, as noted in your

Annexure 1, the requisition was erroneously addressed directly to the shareholders rather than the Board.

We draw your attention to our subsequent reply dated 26th May 2026, wherein we advised you to submit a valid requisition to the official email ID of the Company in compliance with the statutory provisions and rules thereunder. To date, we have neither received a corrected requisition addressed to the Board of Directors nor a response to our previous communication.

It has now come to our attention that you have issued a Notice of EGM directly to all shareholders. Please note that since the statutory prerequisites for calling an EGM have not been met, this notice is procedurally flawed and legally invalid under the provisions of the Companies Act, 2013.

Consequently, the Company and its shareholders are not bound to act upon this invalid notice.

We once again request you to submit a fresh, valid requisition for an EGM addressed explicitly to the Board of Directors of the Company, in strict compliance with the law.

.....”

iv. Email dated 03.07.2026 (by Respondent No. 2):

“[MOHD AHETESHAM <mohdahetesham12@gmail.com>

To: Firoz Shaikh Rehber Food <firozshaikh@rehberindustries.com>

Cc: <shakeelq754@gmail.com>,<sarfaraz@maryaagro.com>, <parveenqureshi011981@gmail.com>, <rehan@alrehanexports.com>, rehanqureshi80@yahoo.com <rehanqureshi80@yahoo.com>,

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<casalmanshamsi@gmail.com>, <nisar@rehberindustries.com>, Ayesha shaikh <esthouse@gmail.com>]

Dear Mr Firoz,

The Requisitionists visited the registered office of the Company for the purpose of delivering the requisition under Section 100 of the Companies Act, 2013. However, upon such visit, it was found that the Company was not maintaining its registered office in compliance with the requirements of the Companies Act, 2013, and consequently, the requisition could not be delivered or served at the registered office.

In the aforesaid circumstances, and with a view to ensuring that the requisition reached the Company, the Requisitionists forwarded the requisition to the email addresses made available by the Company in the public domain and on its official website. The Requisitionists acted bona fide and exercised all reasonable diligence to ensure that the requisition was duly communicated to and served upon the Company.

It is pertinent to note that on 26 May 2026, the Managing Director of the Company, in response to the aforesaid email, questioned why the requisition had been sent to that email address. The said response unequivocally demonstrates that the email containing the requisition had been received by the Company's Managing Director. Accordingly, the reply constitutes an acknowledgment of receipt and knowledge of the requisition on behalf of the Company. Having acknowledged and responded to the communication, the Company cannot subsequently contend that the requisition was net served or that it had no notice or knowledge thereof.

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Hence; the notice is in compliant of the Companies Act and the Rules made thereto. Notice to all share-holders does not act as a bar and also does not make the notice procedurally flawed. Furthermore; your email address is Company orientated.

That therefore; being in the position of the Managing Director it is requested to avoid using such delayed tactics and illusionary hyper technical objections in order to avoid/postponing the convening of the meeting.

.....”

9. Learned Senior Counsel further placed reliance upon Section 20 of the Companies Act, 2013, which prescribes the modes of service of documents upon a company and its officers. It was contended that the said provision expressly recognizes service by electronic means and, therefore, the requisition forwarded through email to Respondent No. 7, the Managing Director of the Respondent Company, constituted valid service in compliance with the statutory requirements.

10. He further relies upon the judgment of the Hon'ble Bombay High Court in *Invesco Developing Markets Fund & Ors. v. Zee Entertainment Enterprises Limited & Ors.* (Appeal (L) No. 25420 of 2021, decided on 22.03.2022). It was submitted that the Hon'ble Bombay High Court, while relying upon the principles laid down by the Hon'ble Supreme Court in *LIC of India v. Escorts Ltd. 1986 (1) SCC 264* reiterated that the right of an eligible shareholder to requisition an Extraordinary General Meeting is a valuable statutory right, which cannot be interfered by the Court.

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11. Learned Senior Counsel appearing on behalf of the Respondent Company and Respondent Nos. 7 and 8 also advanced submissions in support of the Petitioners' submissions. Learned Senior Counsel placed particular reliance on the provisions of Section 100 of the Companies Act, 2013, which governs the requisition and convening of an EGM. The relevant provision is reproduced hereinbelow:

> *"Calling of extraordinary general meeting.*
>
> *100.(1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company:*
>
> *[Provided that an extraordinary general meeting of the company, other than of the wholly owned subsidiary of a company incorporated outside India, shall be held at a place within India.]*
>
> *(2) The Board shall, at the requisition made by,— (a) in the case of a company having a share capital, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting; (b) in the case of a company not having a share capital, such number of members who have, on the date of receipt of the requisition, not less than one-tenth of the total voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in sub-section (4).*
>
> <u>*(3) The requisition made under sub-section (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.*</u>

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(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

(5) A meeting under sub-section (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board. (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under sub-section (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting."

12. Adverting to the aforesaid statutory provision, Learned Senior Counsel fairly conceded that Respondent No. 2 satisfies the threshold requirement prescribed under Section 100(2) of the Companies Act, 2013, being a shareholder holding more than one-tenth of the paid-up share capital carrying voting rights. However, Learned Senior Counsel submitted that the issue in the present case is not the eligibility of Respondent No. 2 to requisition an EGM, but whether the requisition itself was made in accordance with the mandatory requirements of Section 100(3) of the Act so as to entitle the requisitionists to invoke the provisions of Section 100(4).

13. Learned Senior Counsel contended that Section 100(3) specifically mandates that the requisition be sent to the registered office of the

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Company. According to him, the requisition dated 06.05.2026 was neither delivered nor served at the registered office of the Respondent Company, nor was it served to the registered email address of the Company. He further referred to annexure A1 of the present application which is reproduced below, showing the registered email of the company, which was in the knowledge of the Respondent no. 2 who issued notice under section 100:

Company Information

CIN	U15139UP2007PTC033962
Company Name	REHBER FOOD INDUSTRIES PRIVATE LIMITED
ROC Name	ROC Uttar Pradesh I
Registration Number	033962
Date of Incorporation	27/09/2007
Email Id	rehberadmin[at]rehberindustries[dot]com

14. It was also submitted that, although Respondent No. 7 admittedly received the communications dated 06.05.2026 and 29.06.2026, such receipt was in his capacity as a shareholder and not as a substitute for service upon the Company in the manner contemplated under Section 100(3). Learned Senior Counsel, therefore, argued that the statutory procedure prescribed under Section 100(3) is mandatory and does not provide for any special or alternate mode of compliance merely because Respondent No. 7 also happens to be the Managing Director of the Company. Consequently, it was

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contended that, in the absence of a valid requisition under Section 100(3), the Respondent Nos. 2 to 6 were not entitled to invoke Section 100(4) for convening the impugned Extraordinary General Meeting.

15. Learned Senior Counsel also submitted that the reliance placed by Respondent No. 2 on the decision of the Hon'ble Bombay High Court in *Invesco* Developing *Markets Fund & Ors. v. Zee Entertainment Enterprises Limited & Ors. (Supra)* was misplaced, as the said judgment itself recognises that the statutory procedure prescribed under Section 100 of the Companies Act, 2013 is required to be followed before the requisitionists can exercise the rights contemplated under Section 100(4).

FINDINGS AND ORDER

16. We have heard the Learned Sr. Counsels appearing for the parties and have carefully perused the material placed on record.

17. The principal issue which arises for consideration at this stage pertains to the validity of the requisition dated 06.05.2026 and the consequential notice dated 29.06.2026 issued for convening the Extraordinary General Meeting under Section 100(4) of the Companies Act, 2013. While there may not be any dispute that Respondent No. 2 satisfies the threshold requirement prescribed under Section 100(2) of the Act, the question requiring consideration is whether the mandatory requirement contained in Section 100(3) has been duly complied with so as to entitle the requisitionists to validly invoke the provisions of Section 100(4).

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18. Upon perusal of Section 100(3) of the Companies Act, 2013, we have observed that the provision unequivocally provides that the requisition shall be signed by the requisitionists and sent to the registered office of the company. The statutory prescription is clear and identifies the recipient of the requisition as the company through its registered office. The provision does not contemplate service of the requisition upon an individual director/Managing Director, being representative of a company, as a substitute for service upon the company itself.

19. However, in the present case, the Respondent Nos. 2 to 6 have sought to justify the service of the requisition by contending that the same was forwarded through electronic mail to Respondent No. 7, who is the Managing Director of the Respondent Company, and that such communication constituted sufficient compliance with Section 100(3). This contention, prima facie, does not merit acceptance. A company incorporated under the Companies Act, 2013 is a distinct juristic person, separate from its directors and officers. Merely because Respondent No. 7 is the Managing Director of the Respondent Company would not, by itself, render service upon him equivalent to service upon the company in the manner prescribed by statute.

20. Further the reliance placed by the Respondent Nos. 2 to 6 upon Section 20 of the Companies Act, 2013 also does not, at this stage, advance their case. While Section 20 recognises service by electronic means as one of the

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permissible modes of service, the said provision contemplates service upon the company or its officers acting on behalf of the company in the manner prescribed under the Act. Significantly, Section 20 does not envisage that service upon a director, merely by virtue of his position as a director or Managing Director, would ipso facto amount to service upon the company itself where another statutory provision specifically prescribes the mode and place of service.

21. In the present case, the only applicable section for examining a valid requisition would be Section 100(3) expressly requires that the requisition be sent to the registered office of the company. From the material presently available on record, it appears that the registered email address (as reproduced in para 13 of the order) of the Respondent Company, as reflected in the records maintained by the Ministry of Corporate Affairs, was available. Prima facie, no material has been placed before this Tribunal to demonstrate that the requisition dated 06.05.2026 was transmitted to the said registered email address of the Company. Equally, there is nothing on record to indicate that the requisition was dispatched to the registered office of the Respondent Company through registered post or by any other recognised mode of physical service. Consequently, the plea that communication addressed only to Respondent No. 7, in his capacity as the Managing Director, constitutes due compliance with the mandatory requirement under Section 100(3) of the Companies Act, 2013 cannot, at

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this stage, be accepted. It is also worth to note that the said email was sent on email address of all shareholders out of which one shareholder happens to be Managing Director i.e., Respondent No. 7 and therefore we do not even find any force in the argument of Ld. Sr. Counsel for Respondent Nos. 2 to 6 that notice u/s 100 was sent to the Company through its Managing Director i.e., Respondent No. 7. Rather, the contention of the Ld. Sr. Counsel for Respondent Nos. 7& 8 is more convincing that the notice u/s 100 was sent to all persons in their capacity as shareholders and not as officers of the company, therefore, the said notice was not sent on email address of Respondent no. 8 who is Director of the Company but not a shareholder.

22. We are also unable to lose sight of the interim orders passed by the Hon'ble High Court of Delhi in the proceedings concerning the disputed shareholding. By order dated 19.03.2026, the Hon'ble High Court has directed maintenance of status quo with respect to the disputed shares, including a restraint on the exercise of voting rights attached thereto. A subsequent order dated 13.05.2026 also records interim protection in relation to another disputed transfer of shares. The disputes regarding the validity of the said transfers and the consequential voting rights are, admittedly, pending consideration before the Hon'ble High Court and the shareholding to the extent of 19.5% admittedly stands frozen.

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23. Prima facie, the proposed Extraordinary General Meeting scheduled to be convened on 25.07.2026 is intended to consider resolutions concerning the reconstitution of the Board of Directors and thereby the management of the Respondent Company. Any decision on such resolutions would necessarily depend upon the voting rights exercisable by the shareholders participating in the meeting. Therefore, when the exercise of voting rights in respect of certain disputed shares already stands interdicted by the interim orders of the Hon'ble High Court, ex-facie it cannot be said that the proposed EGM is wholly unconnected with or unaffected by the pending proceedings before the Hon'ble High Court. Permitting the meeting of EGM which is of its members/shareholders to proceed at this stage may give rise to avoidable complications. Further, the interim orders passed by the Hon'ble High Court of Delhi, whereby the voting rights attached to certain disputed shares have been directed to remain frozen, are subsisting and are capable of having a direct bearing on the proposed Extraordinary General Meeting and the resolutions sought to be considered therein.

24. In view of the foregoing discussion, we are prima facie satisfied that the requisition dated 06.05.2026 does not appear to satisfy the mandatory requirements prescribed under Section 100(3) of the Companies Act, 2013.

25. Accordingly, while issuing notice to the Respondent Nos. 2 to 6, we are of the considered view that the balance of convenience lies in staying the convening of the meeting of EGM scheduled for 25.07.2026 till further

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orders, to avoid further legal complications between the parties in the matter. The reply be filed within 2 weeks by giving advance copy to the other sides. Rejoinder, if any, be filed within one week.

26. Ordered Accordingly.

27. Let the present petition be put up on 20.08.2026 for further hearing.

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(Ashish Verma) **Member (Technical)**	**(Praveen Gupta)** **Member (Judicial)**

Date: 22.07.2026