IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD

ITEM No.301
CP/27(AHM)2026

Under Section 169, 241-242 of CA 2013 r/w Rule 79 of NCLT Rules, 2016

IN THE MATTER OF:

CMR Lifesciences Pvt. Ltd. **.....Applicant**
V/s
Registrar of Companies, Ahmedabad & Anr. **.....Respondents**

Order delivered on: 15/10/2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

O R D E R
(Hybrid Mode)

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

-SD-
SANJEEV SHARMA
MEMBER (TECHNICAL)

-SD-
SHAMMI KHAN
MEMBER (JUDICIAL)

IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, COURT-I, AHMEDABAD

CP No. 27 (AHM) of 2026

(A Company Petition filed under sections 169, 241, 242 and other applicable provisions of the Companies Act, 2013 read with rule 11 read with rule 79 of the National Company Law Tribunal Rules, 2016)

IN THE MATTER OF:

CMR Lifesciences Private Limited,
Having its Registered Office at:
505, Matrix Tower, Corporate
Road, Near Vodafone House,
Behind Divyabhaskar Office,
S.G. Highway, Ahmedabad - 380015, Gujarat.
Through its Authorized Signatory Mr. Vishnu Patel
Mo:9825695703
Email : vishnupatel@cmr-lifesciences.com

.... Petitioner

VERSUS

1. **Registrar of Companies, Gujarat**
Ministry of Corporate Affairs,
Government of India
ROC Bhavan, Opp.Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad - 380013, Gujarat
Email: roc.ahmedabad@mca.gov.in

2. **Mr. Navin Chandra Mishra,**
Ex-Director of CMR Lifesciences Private Limited
Residing at: At Block -12, Flat No. 108,
Rajendranagar, Patna, Bihar - 800016
Email: vision_comm@yahoo.co.in

.... Respondents

Order pronounced on: 15.10.2026

C O R A M:
Mr. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
Mr. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

A P P E A R A N C E:

For the Petitioner: Mr. Ajit Nair, Adv.
For the Respondents: Ms. Ishani Pandya, Dy. RoC for R-1,
Mr. Vivek, Adv. for R-2

O R D E R
(Per: Bench)

1. This Company Petition CP No. 27 of 2026 filed on 27.05.2026 vide inward diary no. E-1520, by the Petitioner CMR Lifesciences Private Limited, through its Authorised Signatory, Mr. Vishnu Patel under Sections 169, 241, 242 and other applicable provisions of the Companies Act, 2013 with rule 11 read with rule 79 of the National Companies Law Tribunal Rules, 2016 with the following reliefs: -

(i) *Admit and allow the present Company Petition filed by the Applicants under Sections 241 and 242 of the Companies Act, 2013 read with Rule 11, read with Rule 79 of the National Company Law Tribunal Rules, 2016 and be pleased to hold and declare that the action of Respondent No.1 in marking as NTBR the Form DIR-12 filed by the Applicants on 16.03.2026 vide SRN No. AC2666922 for recording the cessation/removal of Respondent No.2 namely Mr. Navin Chandra Mishra from the Directorship of the Petitioner Company is arbitrary, illegal, unjustified, contrary to the provisions of the Companies Act, 2013, violative of the statutory rights of the shareholders and unsustainable in the eyes of law, and further be pleased to grant all consequential reliefs arising therefrom in the interest of justice, equity and good conscience.*

(ii) *Pass an order and direction declaring that the marking as NTBR of Form DIR-12 filed on 16.03.26. vide SRN No.*

AC2666922 by Respondent No.1. is arbitrary, illegal, unsustainable and contrary to the provisions of the Companies Act, 2013;

(iii) Direct Respondent No.1 - Registrar of Companies, Gujarat to accept, process and take on record the Form DIR-12 filed by the Applicants for recording the cessation/removal of Respondent No.2 namely Mr. Navin Chandra Mishra from the Directorship of the Petitioner Company.

(iv) Direct Respondent No.1 to update and rectify the records maintained on the MCA Portal by recording the cessation/removal of Respondent No.2 as Director of the company with effect from the date of passing of the shareholders' resolution;

(v) Pending the hearing and final disposal of the present Petition, restrain Respondent No.2 from representing himself as Director of the Petitioner company or acting on behalf of the company in any manner whatsoever;

(vi) Pending the hearing and final disposal of the present Petition, direct maintenance of status quo with respect to the management and control of the Petitioner Company as existing after the passing of the resolution removing Respondent No.2 from Directorship;

(vii) Pass an order restraining Respondent No.2 from interfering in the day-to-day affairs, administration, statutory compliances and management of the Petitioner Company;

(viii) Pass such other and further order(s) or direction(s) as this Hon'ble Tribunal may graciously be pleased to deem fit, just, and proper in the peculiar facts and circumstances of the present case, so as to secure the ends of justice.

2. The Petitioner has placed the facts through this Petition in the following manner: -

(i) The Petitioner, viz. CMR Lifesciences Private Limited, has preferred the present Company Petition through its Authorised Signatory, Mr. Vishnu Patel, authorised vide Board Resolution dated 4.12.2025, a copy whereof has been placed on record as Annexure C.

(ii) The Petitioner Company was incorporated on 15.12.2011 under the provisions of the Companies Act, 2013 and is engaged in the business of pharmaceuticals, healthcare products and allied activities.

(iii) It is further submitted that Respondent No. 1 is the Registrar of Companies, Gujarat, and Respondent No. 2, Mr. Navin Chandra Mishra was one of the Directors of the Petitioner Company.

(iv) It is the case of the Petitioner that, prior to December 2025, certain serious financial irregularities and unauthorised financial decisions, allegedly undertaken by Respondent No. 2 without the sanction and approval of the Board of Directors, came to the notice of the Company, resulting in dissatisfaction amongst its shareholders.

(v) It is further submitted that, prior to 16.03.2026, the shareholders of the Company initiated proceedings under Section 169 of the Companies Act, 2013 for removal of Respondent No. 2 from the office of Director and issued the requisite notices in accordance with law.

(vi) It is the case of the Petitioner that, pursuant thereto, an Extra-Ordinary General Meeting of the Company was convened on 16.03.26 after following the procedure prescribed under the Companies Act, 2013 and the Articles of Association of the Company,

wherein an Ordinary Resolution for removal of Respondent No. 2 from the office of Director was passed. It is submitted that, out of ten shareholders present and voting, nine shareholders voted in favour of the said resolution, while only Respondent No. 2 voted against it. A copy of the Resolution for removal of Respondent No.2 dated 16.03.26 has been placed on record as Annexure D.

(vii) It is further submitted that, pursuant to the said resolution, the Petitioner Company filed Form DIR-12 vide SRN No. AC2666922 on 16.03.2026 before Respondent No. 1 for recording the cessation/removal of Respondent No. 2 from the office of Director. As reflected in the said Form DIR-12, Respondent No. 2 ceased to be associated with the Company on 09.03.2026. A copy of Form DIR-12 has been placed on record as Annexure A.

(viii) It is the case of the Petitioner that Respondent No. 2, by email dated 13.04.2026, submitted an objection before Respondent No. 1 disputing his removal from the office of Director.

(ix) It is further submitted that Respondent No. 1, on 13.04.2026, solely on the basis of the objection raised by Respondent No. 2, marked Form DIR-12 as "Not To Be Taken On Record (NTBR)", observing that the matter appeared to involve a management dispute between the parties, and granted liberty to

file afresh. A copy of the screenshot of the MCA portal showing the said decision of Respondent No.1 and a copy of rejection email dated 13.04.26. have been placed on record as Annexure B and Annexure F, respectively.

(x) The Petitioner has contended that the action of Respondent No. 1 is ex facie arbitrary, illegal and contrary to the provisions of the Companies Act, 2013. It is submitted that Section 169 of the Act confers a statutory right upon the shareholders to remove a Director by passing an Ordinary Resolution after following due procedure, and nowhere mandates the consent or concurrence of the Director proposed to be removed.

(xi) It is further contended that Respondent No. 1, while processing Form DIR-12, performs only an administrative function and cannot nullify the decision of the shareholders merely on the basis of a unilateral objection raised by the Director concerned.

(xii) The Petitioner has further submitted that the continued reflection of Respondent No. 2 as a Director in the MCA records has caused serious operational, legal and governance difficulties to the Petitioner Company and has enabled Respondent No. 2 to continue to portray himself as a Director despite his removal by the shareholders. In this regard, the Petitioner has placed on record a copy of the list of

existing shareholders and director as on 15.05.26. as Annexure E.

(xiii) It is the case of the Petitioner that, in the aforesaid circumstances, it has approached this Tribunal under Sections 169, 241 and 242 of the Companies Act, 2013 read with Rules 11 and 79 of the National Company Law Tribunal Rules, 2016, seeking setting aside of the impugned NTBR action and a direction to Respondent No. 1 to accept and take on record Form DIR-12 filed by the Petitioner Company.

3. That on issuance of the notice in the matter, the Respondent Nos. 1 and 2 appeared. Vide order dated 27.08.2026, this Tribunal recorded the that Respondent No. 2, Shri Navin Chandra Mishra, had filed a document in the nature of a petition instead of a proper reply to the petition under Sections 241 and 242 of the Companies Act, 2013.

4. The said document challenged the maintainability of the petition and the validity of the EGM convened for his removal, alleging improper notice and discrepancies in the attendance records, and sought various declaratory and injunctive reliefs. This Tribunal declined to entertain the

reliefs sought therein and granted Respondent No. 2 three days' time to file an appropriate reply.

5. In compliance of order dated 27.08.2026 Respondent No.1/ROC filed reply to the petition, as report of RoC, Gujarat dated 02.09.2026, vide Inward Diary No. R-566, placing on record following documents:-

(i) It was submitted that the Company has filed its last Annual Return (Form MGT-7) and its financial statements for the financial year ending 31.03.2024. A copy of the list of shareholders as on 31.03.2024 as per Form MGT-7 has been annexed to the report as Annexure A (Colly.).

(ii) It was further submitted that Mr. Rajesh Kumar Agrawal ceased to be a Director on 23.10.2021 and his DIN stands deactivated, and that he is recorded as the significant beneficial owner of the Company as per the declaration dated 09.08.2019. A copy of the V3 master data has been annexed to the report as Annexure B.

(iii) It was submitted that, as per the records available with Respondent No. 1, no prosecution, compounding or 3i matters are pending against the Company.

(iv) It was further submitted that Respondent No. 1 received a complaint dated 06.05.2026 from

Respondent No. 2 alleging denial of statutory rights, fraud, falsification of records, oppression of a Director and gross corporate governance failures in the Company, which was forwarded to the Company for necessary action vide letter No. ROC-GJ/Complaint/2025/673-677 dated 11.05.2026, and that the Company replied to the said complaint vide email dated 29.05.2026 addressed to Respondent No. 2 and Respondent No. 1. Copies of the email dated 06.05.2026 and the letter dated 11.05.2026 have been annexed to the report as Annexure C, and a copy of the email dated 29.05.2026 as Annexure D.

(v) It was submitted that Form DIR-12 bearing SRN No. AC2666922 filed by the Company was marked as "Not To Be Taken on Record (NTBR)" with liberty to file afresh, on the basis of the submission made by Respondent No. 2 vide email dated 13.04.2026, enclosing therewith the comments of Praveen Pandey & Associates, Practising Company Secretaries, vide their letter dated 14.02.2026. A copy of the email dated 13.04.2026 has been annexed to the report as Annexure E.

6. Vide order dated 10.09.2026, this Tribunal noted that Respondent No. 2 had failed to file a reply within the stipulated period of three days, despite being granted a

final opportunity vide order dated 27.08.2026, and that no one appeared on his behalf. Learned counsel for the Petitioner submitted that a copy of the reply filed by Respondent No. 2 was received only via email on 09.09.2026 at 6:30 p.m. and uploaded to the DMS portal on the same date. This Tribunal observed that any reply filed beyond the stipulated period could not be accepted without an order condoning the delay.

7. Furthermore, vide order dated 10.09.2026 the Petitioner asserted that no rejoinder or rebuttal was necessary after reviewing the report from Respondent No. 1.

8. This Tribunal issued an order on 08.10.2026, noting that Respondent No. 2's reply had not been recorded during an earlier order dated 10.09.2026, and indicated that Respondent No. 2 did not seek condonation of delay. A new counsel for Respondent No. 2, who uploaded his vakalatnama, acknowledged the situation but chose not to file an Interlocutory Application for condonation, instead submitting a document on the DMS portal which was not considered valid. Consequently, the Tribunal closed the

right for Respondent No. 2 to file a reply and rejected the previously filed one.

9. In compliance with the order dated 08.10.2026, Respondent No. 2 through e-mode on 11.10.2026 filed his written submissions, inter alia submitting as under: -

(i) It was submitted that the Petition is not maintainable for want of locus standi, as a petition under Section 241 of the Companies Act, 2013 can be instituted only by members of the company who satisfy the criteria prescribed under Section 244, or by the Central Government. It was contended that the Petitioner, being the Company itself, is neither a member complaining of oppression nor an applicant falling within the class contemplated under Section 244, and cannot invoke a statutory remedy intended to protect members against oppression and mismanagement for the purpose of obtaining relief against one of its own shareholders/directors.

(ii) It was further submitted that the primary relief sought by the Petitioner, namely setting aside the marking of Form DIR-12 bearing SRN No. AC2666922 as "Not to Be Taken on Record (NTBR)" by Respondent No. 1 is directed against an administrative action, and that the refusal of Respondent No. 1 to take an e-form on record on account of an active internal corporate dispute does

not constitute an act of "oppression" or "mismanagement" within the meaning of Section 241. It was contended that the initiation of proceedings for removal of Respondent No. 2 by persons who themselves constituted the management against whom he had raised allegations gives rise to a serious issue of conflict, selective action and retaliatory conduct, particularly as the allegations against Respondent No. 2 were subsequently made the basis for recovery and removal proceedings.

(iii) Respondent No. 2 further contended that no valid procedure was followed for his removal under Section 169, that the principles of natural justice were denied to him, and that the meeting in question was a staged exercise to mask independent financial manoeuvres executed by other members of the Board. It was submitted that Respondent No. 1 had correctly recognised the matter as a deep-seated management dispute and had rightly refused to record a highly contested transaction through the administrative filing portal.

10. In compliance thereof, Petitioner filed its written submissions through e-mode on 12.10.26, inter alia submitting as under: -

(i) It was submitted that the Petition has been filed to

give effect to Resolution No. 2 passed by the members for removal of Respondent No. 2 from the office of Director under Section 169 of the Companies Act, 2013, which also authorised the filing of the necessary documents with Respondent No. 1. It was submitted that, as per the minutes, the resolutions were put to vote by show of hands, nine members voted in favour and Respondent No. 2 voted against, and the Chairperson declared the resolutions as passed by the requisite majority.

(ii) It was submitted that the Company, being directly affected by the refusal of Respondent No. 1 to accept Form DIR-12, is entitled to sue in its own name under Section 9 of the Act, and that Mr. Vishnu Patel is authorised to institute and conduct the present proceedings under the Board resolution dated 04.12.2025. Reliance was placed on Life Insurance Corporation of India v. Escorts Ltd., (1986) 1 SCC 264 and United Bank of India v. Naresh Kumar, (1996) 6 SCC 660.

(iii) On maintainability, it was submitted that the Petition invokes Rules 11 and 79 of the National Company Law Tribunal Rules, 2016 read with Section 169, and that Rule 79 provides for an application under Section 169 by the Company or any other person claiming to be aggrieved. The Petitioner submitted that it does not rely upon its

corporate authorisation alone to satisfy the separate requirements of a petition under Sections 241, 242 and 244, and that the Petition be considered for the limited relief of implementing the removal resolution and obtaining lawful processing of the DIR-12.

(iv) It was further submitted that the minutes record that the Extra-Ordinary General Meeting was held on 09.03.2026, and record the special notice, requisition, reading of the notice, discussion of the relevant transactions, opportunity to Respondent No. 2 to explain and voting on the resolutions, and that Respondent No. 2 participated and voted against his removal. It was submitted that Resolution No. 2 removes Respondent No. 2 with effect from its passing, that Form DIR-12 records cessation on 09.03.2026, that the minutes were signed on 16.03.2026, and that the Company's response to Respondent No. 1 also states that the removal took place at the meeting held on 09.03.2026. The Petitioner submitted that it does not contend that nine votes out of ten necessarily represent ninety per cent of the share capital, and that the voting rights, proxy authorisations and corporate representation are to be considered with the meeting records.

(v) It was submitted that the allegations of financial transactions undertaken by Respondent No. 2 without prior Board approval explain the proposal for

his removal, and that the present proceedings concern only Form DIR-12 and do not seek recovery of money or any finding of criminal liability.

(vi) It was submitted that the report of Respondent No. 1, verified on 25.08.2026, confirms that the DIR-12 was marked as NTBR on the basis of the email of Respondent No. 2 dated 13.04.2026 and the comments of Praveen Pandey & Associates dated 14.02.2026, but does not state that the special notice was defective, service was incomplete, the opportunity of hearing was denied, the quorum was insufficient or the voting majority was invalid, identifies no deficient supporting document and discloses no reference under Rule 11 of the Companies (Registration Offices and Fees) Rules, 2014. It was further submitted that the complaint dated 06.05.2026 records no adverse finding and that the Company's reply dated 27.05.2026 must be considered along with it.

(vii) Reliance was placed on Neeraj Kumarpal Shah v. C2R Projects LLP & Ors., AIR 2018 Gujarat 80; (2018) 2 GLR 1349, S.K. Bhattacharya v. Union of India, (1998) 91 Comp Cas 37 (Delhi) and Satyanand Estate Private Limited v. Registrar of Companies, Gujarat & Ors., C.P. No. 39(AHM) of 2026, to submit that Respondent No. 1 cannot refuse the form merely because a dispute has been raised and must identify

the statutory defect and follow the prescribed procedure.

(viii) It was further submitted that the failure of Respondent No. 2 to make any representation to the Company against his removal, coupled with his failure to file a reply to the Petition, demonstrates his failure to controvert the allegations made by the Petitioner.

(ix) The Petitioner accordingly sought setting aside of the NTBR and acceptance of the DIR-12 upon proof of compliance or, in the alternative, reconsideration of the DIR-12 under the prescribed procedure and a reasoned decision within a fixed period.

11. We have heard the learned counsel for the Petitioner, the learned Deputy Registrar of Companies for Respondent No. 1 and the learned counsel for Respondent No. 2, and perused the material available on record.

12. The present Company Petition has been filed by the Petitioner Company under Sections 169, 241 and 242 of the Companies Act, 2013 read with Rules 11 and 79 of the National Company Law Tribunal Rules, 2016, challenging the action of Respondent No. 1 in marking Form DIR-12 bearing SRN No. AC2666922, filed for recording the

cessation of Respondent No. 2 as a Director, as "Not To Be Taken on Record (NTBR)". The Petitioner seeks, inter alia, setting aside of the said action, a direction to Respondent No. 1 to take the said DIR-12 on record and update the records on the MCA portal, and reliefs restraining Respondent No. 2 from representing himself as a Director of the Company or interfering in its affairs. During the pendency of the proceedings, Respondent No. 1 has filed its report, the right of Respondent No. 2 to file a reply was closed vide order dated 08.10.2026, and both the Petitioner and Respondent No. 2 have filed written submissions.

13. The case of the Petitioner, in substance, is that certain financial irregularities and unauthorised financial decisions allegedly undertaken by Respondent No. 2 without the sanction of the Board of Directors came to the notice of the Company, whereupon its shareholders-initiated proceedings under Section 169 of the Companies Act, 2013 for his removal as a director. According to the Petitioner, an Ordinary Resolution for removal of Respondent No. 2 as a director was passed at the Extra-

Ordinary General Meeting of the Company, with nine out of ten shareholders present and voting in its favour and only Respondent No. 2 voting against it, and Form DIR-12 was filed on 16.03.2026. It is contended that Respondent No. 1, on 13.04.2026, marked the said DIR-12 as NTBR solely on the basis of an objection raised by Respondent No. 2 by email of the same date, observing that the matter appeared to involve a management dispute, and granted liberty to file afresh.

14. It is further contended by the Petitioner that Section 169 confers a statutory right upon the shareholders to remove a Director by Ordinary Resolution and does not require the consent of the Director proposed to be removed, that Respondent No. 1 performs only an administrative function while processing DIR-12 and cannot nullify the decision of the shareholders on the basis of a unilateral objection, and that the continued reflection of Respondent No. 2 as a Director in the MCA records is causing operational, legal and governance difficulties to the Company. In its written submissions, the Petitioner has further contended that the present application, invoking

Section 169 read with Rules 11 and 79 of the National Company Law Tribunal Rules, 2016, seeks the limited relief of implementing the members' resolution and obtaining lawful processing of the DIR-12, that the report of Respondent No. 1 does not identify any statutory defect, and has sought, in the alternative, reconsideration of the DIR-12 under the prescribed procedure by a reasoned decision within a fixed period.

15. Per contra, Respondent No. 2, whose right to file a reply was closed, has opposed the Petition through oral submissions and written submissions. It is his case that the Petition is not maintainable, as the Company is neither a member nor an applicant entitled under Section 244 to invoke Section 241; that the refusal of Respondent No. 1 to take an e-form on record does not constitute oppression or mismanagement; and that his removal was initiated by the very management against whom he had raised allegations, amounting to selective and retaliatory action. He has further contended that no valid procedure was followed for his removal, that natural justice was

denied to him, and that Respondent No. 1 rightly treated the matter as a management dispute.

16. Respondent No. 1, in its report filed on 02.09.2026, has stated that, as per the V3 portal, Respondent No. 2 continues to be shown as a Director of the Company, that the DIR-12 was marked as NTBR, with liberty to file afresh, on the basis of the submission made by Respondent No. 2 vide email dated 13.04.2026 enclosing the comments of Praveen Pandey & Associates, Practising Company Secretary, dated 14.02.2026, and that a separate complaint dated 06.05.2026 received from Respondent No. 2 was forwarded to the Company, which replied to it on 29.05.2026. Respondent No. 1 has not taken any stand on the merits and has left the matter to this Tribunal.

17. As the right of Respondent No. 2 to file a reply stands closed, the averments made in the Petition remain uncontroverted by way of pleadings. The absence of a reply, however, does not relieve the Petitioner of the burden of establishing that the Petition is maintainable and that it is entitled to the reliefs sought. The objections

of Respondent No. 2 as to maintainability, being questions of law, have accordingly been considered.

18. The Petitioner herein is the Company itself and not a member of the Company. The objection of Respondent No. 2 as to the locus of the Petitioner to invoke Sections 241 and 242 goes to the root of the matter and is dealt with under Issue (i) hereinbelow.

19. The prayers of the Company centres around a direction to the Registrar of Companies to take on record Form DIR-12 filed by the company recording cessation/removal of Respondent No.2 namely Mr. Navin Chandra Mishra from the Directorship of the Company.

20. In light of the pleadings, the report of Respondent No. 1 and the rival submissions advanced by the parties, the following **issues** are framed for determination by this Adjudicating Authority: -

I. **Issue No.(i):** Whether the present Company Petition, filed by the Company under Sections 169, 241 and 242 of the Companies Act, 2013, is maintainable and, if so, to what extent?

II. **Issue No.(ii):** Whether Respondent No.1 was justified in marking Form DIR-12 bearing SRN No. AC2666922 as "Not To Be Taken on Record" solely

on the basis of the objection raised by Respondent No. 2?

III. **Issue No.(iii):** Whether the Petitioner is entitled to the reliefs sought and, if so, to what extent?

21. Findings on Issue No.(i): Whether the present Company Petition, filed by the Company under Sections 169, 241 and 242 of the Companies Act, 2013, is maintainable and, if so, to what extent?

(i) Section 241(1) of the Companies Act, 2013 confers the right to apply to this Tribunal upon "any member of a company" who complains of the matters specified therein, subject to such member having a right to apply under Section 244, while Section 241(2) enables the Central Government to apply in the circumstances stated therein. A company is not a member of itself. The Petitioner Company, therefore, does not fall within either class of persons entitled to invoke Section 241.

(ii) The Hon'ble NCLAT in ***Jithendra Parlapalli v. Wirecard India (P.) Ltd. & Ors.,*** (NCLAT-Chennai) [Company Appeal (AT)(CH) No. 127 of 2022, decided on 30.01.2023], while upholding the rejection of an application seeking waiver under Section 244 made by a Director who was not a member, has held that the right to file a petition under Sections 241 and 242 is confined to the members of the company, and

that mere directorship does not confer the requisite locus. If a Director who is not a member cannot invoke the said provisions, the Company itself, which is not a member of itself, stands on no better footing. To this extent, the objection of Respondent No. 2 merits acceptance, and the reliefs sought by the Petitioner which are in the nature of reliefs under Sections 241 and 242, including the reliefs restraining Respondent No. 2 from representing himself as a Director or acting on behalf of the company or seeking maintenance of status quo in the management and control of the Company as existing after passing of the resolution removing Respondent No.2 from Directorship, cannot be granted by invoking the provisions of sections 241-242 of the Companies Act, 2013. The rights of a person as a director, say Respondent No.2 in this case, depends upon the legal status of being a director or not.

(iii) The Petitioner, in its written submissions, has itself stated that it does not rely upon its corporate authorisation to satisfy the separate requirements of Sections 241, 242 and 244, and has confined its case to the limited relief of implementing the members' resolution and obtaining lawful processing of the DIR-12 under Section 169 read with Rules 11 and 79 of the National Company Law Tribunal Rules, 2016.

(iv) Rule 79 of the National Company Law Tribunal Rules, 2016 provides as under: - "79. Application under section 169.—The Company or any other person who claims to be aggrieved may make an application to the Tribunal in Form NCLT-1 and shall be accompanied with such documents as are mentioned in Annexure B". The Rules thus contemplate an application to this Tribunal by the Company itself in a matter arising under Section 169. The said provision, therefore, recognises the Company as a permissible applicant, concerning section 169 of the Companies Act, 2013 subject to the requirements of the Act and the Rules.

(v) The substance of the principal reliefs sought by the Petitioner, namely reliefs (i) to (iii), is a challenge to the action of Respondent No. 1 in marking Form DIR-12 bearing **SRN No. AC2666922** as "Not To Be Taken on Record".

(vi) Section 169 of the Companies Act, 2013 deals with removal of directors. Section 170 of the Act deals with register of directors and key managerial personnel and their shareholding. Section 170(2) of the Companies Act, 2013 provides that, "A return containing such particulars and documents as may be prescribed, of directors and the key managerial personnel shall be filed with the Registrar within 30 days from the appointment of every director and key

managerial personnel, as the case may be, and within thirty days of any change taking place."

(vii) Rule 18 of the Companies (Appointment and Qualification of Directors) Rules 2014 requires that a return containing the particulars of appointment of director or key managerial personnel and changes therein, shall be filed with the Registrar in Form DIR 12 along with such a fee within 30 days of such appointment or change, as the case may be.

(viii) In this case, an ordinary resolution, during the extra ordinary general meeting of the Company, for removal of Respondent No.2 from Directorship was passed on 06.03.2026 (Pages 13 to 17 of the Petition).

(ix) A copy of Form DIR-12 containing information on cessation of Navin Chandra Mishra as a Director (Annexure A to the Petition) with effect from 09.03.2026 was e-filed with the ROC on 01.04.2026.

(x) The Petition seeks relief relating to section 169 of the Companies Act, 2013 and such a petition can be filed by the Company, as per Rule 79 of the NCLT Rules.

(xi) The Petitioner has also invoked the inherent powers of this Tribunal under Rule 11 of the National Company Law Tribunal Rules, 2016. This Tribunal, in Satyanand Estate Private Limited v. Registrar of Companies, Gujarat & Ors., C.P. No. 39(AHM) of

2026, decided on 01.09.2026, examined a similar challenge to the marking of Form DIR-12 as "Invalid – Not Taken on Record", on a petition under Section 424 of the Companies Act, 2013 read with Rule 11 of the National Company Law Tribunal Rules, 2016, confining the inquiry to whether the impugned action was taken in accordance with the applicable statutory procedure. The mere invocation of Sections 241 and 242 does not, in our view, preclude examination of this limited question, which does not depend upon the Petitioner's status as a member and is consistent with the scheme of Rule 79.

(xii) As observed in ***Satyanand Estate Private Limited v. Registrar of Companies, Gujarat & Ors***., C.P. No.39(AHM) of 2026, decided on 01.09.2026, that the Petition is not maintainable merely because the impugned action is administrative in nature does not require determination in the abstract. The relief that survives for consideration is confined to examining whether the impugned action by the ROC, on the facts placed before us, was taken in accordance with the applicable statutory procedure. This order shall not be treated as conferring any general appellate or supervisory jurisdiction upon this Tribunal over the Registrar.

(xiii) Hence, **Issue No.(i)** is answered accordingly by holding that the present Petition is not maintainable

at the instance of the Petitioner Company insofar as it seeks relief under section 241 and 242 of the Companies Act, 2013, **but is maintainable under Section 169 read with Rule 79 of the National Company Law Tribunal Rules, 2016**, to the limited extent of examining the action of Respondent No. 1 in marking Form DIR-12 bearing SRN No. AC2666922 as "Not To Be Taken on Record".

22. Findings on Issue No.(ii): Whether Respondent No. 1 was justified in marking Form DIR-12 bearing SRN No. AC2666922 as “Not To Be Taken on Record” solely on the basis of the objection raised by Respondent No. 2?

(i) The removal of a Director under Section 169 of the Companies Act, 2013 is effected by the members by way of an ordinary resolution passed at a general meeting. Section 170(2) of the Act thereafter casts upon the company the obligation to file a return with the Registrar of any change among its Directors within thirty days, which is done in Form DIR-12 under Rule 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Registrar neither effects nor approves the removal; the filing of Form DIR-12 places on record a change which, if validly made, has already taken effect by the act of the members of the company.

(ii) The manner in which the Registrar deals with such a filing is governed by the Companies (Registration Offices and Fees) Rules, 2014. Under Rule 10, the Registrar examines the e-form and, where further information is required or a defect is found, notifies the company and affords it fifteen days to rectify the defect or resubmit the form, failing which the form may be rejected or treated as invalid. Rule 11 specifically deals with cases of vacation or removal of Directors. Rule 11(1) requires the Registrar, before approving or invalidating Form DIR-12, to verify the correctness of its contents and the adequacy of the supporting documents. Rule 11(2) provides that where the Registrar finds a violation of the Act or the Rules, the matter shall be referred to the concerned Regional Director, who shall, after giving the Director concerned an opportunity of being heard, decide the matter and convey the decision to the Registrar within ninety days.

(iii) The role of the Registrar in relation to Form DIR-12 is, therefore, ministerial, coupled with a limited scrutiny of the form and the supporting documents. It is not adjudicatory. The Registrar is not required to mechanically accept every DIR-12 relating to the cessation of a Director, but the scrutiny is confined to verifying whether the form and the documents disclose a prima facie violation of the Act or the

Rules. Where such a violation is found, the Rules themselves prescribe the course to be followed, namely, a reference to the Regional Director and a hearing to the Director concerned. The Registrar is not empowered to decide disputed questions as to the validity of the meeting, the conduct of the parties or the merits of the allegations underlying the removal.

(iv) The Ministry of Corporate Affairs, in General Circular No. 2/2011 dated 02.05.2011, issued in the context of rival filings relating to directorship, has also recognised that it is neither desirable nor possible for the Registrar to sit in judgment over such disputes, and that the documents, if otherwise in order, are to be placed on record without prejudice to the rights of the parties to settle the dispute before a court of competent jurisdiction. The Hon'ble Gujarat High Court in *Neeraj Kumarpal Shah v. C2R Projects LLP & Ors.*, AIR 2018 Gujarat 80; (2018) 2 GLR 1349, held that the Registrar performs a ministerial function and cannot adjudicate disputes between the parties while examining the prescribed forms. The Hon'ble Telangana High Court in *Geometrix Laser Solutions Private Ltd. v. Registrar of Companies & Ors.,* W.P. No. 28197 of 2019, decided on 16.06.2022, held that the Registrar cannot withhold Form DIR-12 on account of disputes between the parties. At the same

time, the Hon'ble Punjab and Haryana High Court in *Shumita Kakkar v. Registrar of Companies, Haryana & Ors.*, CWP-11824-2026, decided on 21.04.2026, emphasised that the Registrar is required to verify the supporting documents in terms of Rule 11 before acting upon Form DIR-12.

(v) Drawing on these principles together, this Tribunal in Satyanand Estate (supra) held that the Registrar has to verify the statutory compliance and the supporting documents, but cannot decide the underlying inter se disputes between the parties, and that any objection is relevant only to the extent it discloses a prima facie violation of the Companies Act or the Rules. An objection by the Director proposed to be removed may, therefore, be examined by the Registrar, but it does not, by itself, furnish a ground for refusing to take the form on record. If the objection discloses a prima facie violation, the Registrar must proceed under Rule 11(2); if it does not, the form, being otherwise in order, is to be processed in accordance with law.

(vi) In the present case, Respondent No. 1 has stated in its report that the DIR-12 was marked as NTBR on the basis of the submission made by Respondent No. 2 vide email dated 13.04.2026, enclosing the comments of Praveen Pandey & Associates, Practising Company Secretaries, dated 14.02.2026.

Neither the report of Respondent No. 1 nor any other material on record identifies the statutory provision allegedly violated, the particular defect in the DIR-12 or the supporting document found deficient upon verification under Rule 11. As pointed out by the Petitioner, the report does not state that the special notice was defective, that service was incomplete, that the opportunity of hearing was denied, or that the quorum or voting majority was insufficient.

(vii) The existence of a management dispute, or an objection raised by the Director proposed to be removed, cannot by itself constitute a sufficient ground for refusing to process the DIR-12. Similarly, the complaint dated 06.05.2026 made by Respondent No. 2 to Respondent No. 1 is a separate matter, and in the absence of a specific finding establishing its effect upon the validity of the DIR-12, it cannot by itself justify refusal of the filing. Nor does the liberty granted to file afresh cure the defect in the impugned action, since, in the absence of any identified non-compliance, there was no defect which the Petitioner could have rectified upon re-filing.

(viii) We also find no occasion in the present proceedings to adjudicate upon the validity of the special notice, the notice and conduct of the Extra-Ordinary General Meeting, the authority of the signatory of the Petitioner, the allegations of financial irregularities

against Respondent No. 2 or the allegations of retaliatory conduct raised by Respondent No. 2. Such adjudication would travel beyond the limited statutory function involved in processing DIR-12. It is, however, noted that while the Petition describes the Extra-Ordinary General Meeting as having been held on 16.03.2026, the Petitioner in its written submissions, relying upon the minutes, has stated that the meeting was held on 09.03.2026 and that the minutes were signed on 16.03.2026, and Form DIR-12 records the cessation of Respondent No. 2 with effect from 09.03.2026. The Petitioner has also stated that the voting was by show of hands and that the voting rights, proxy authorisations and corporate representation are to be considered with the meeting records. These are matters which fall within the verification to be undertaken by Respondent No. 1 under Rule 11, and necessary action as per law, if any, on which we express no opinion.

(ix) On the material before us, we are satisfied that Respondent No. 1 was entitled to consider the objection placed before it including action under Rule 11(2) referred above, but the impugned action of marking Form DIR-12 as "Not To Be Taken on Record" is not supported by any specific finding of statutory non-compliance as required to be undertaken under Rule 11. Accordingly, **Issue No.(ii)**

is answered accordingly.

23. Findings on Issue No.(iii): Whether the Petitioner is entitled to the reliefs sought and, if so, to what extent?

(i) In view of the foregoing discussion and the findings returned on the issues framed for determination, this Tribunal has come to the conclusion that the impugned action of Respondent No. 1 cannot be sustained, while the reliefs sought by the Petitioner in the nature of reliefs under Sections 241 and 242 of the Companies Act, 2013 cannot be granted at the instance of the Petitioner Company.

24. In view of the findings recorded above, the following **directions** are issued**:** -

I. The impugned action of Respondent No. 1 in marking Form DIR-12 bearing SRN No. AC2666922 as "Not To Be Taken on Record" is set aside.

II. Respondent No. 1 may consider and process the said DIR-12 in accordance with Section 169 of the Companies Act, 2013 and Rule 11 of the Companies (Registration Offices and Fees) Rules, 2014.

III. If, upon such verification, Respondent No. 1 finds any specific violation of the Act or the Rules, it shall proceed in accordance with Rule 11, including the procedure prescribed for reference to the concerned

Regional Director, wherever applicable. A reasoned decision shall thereafter be taken in accordance with law.

IV. It is clarified that this Tribunal has not expressed any opinion on the validity of the resolution for removal of Respondent No. 2 or the date on which it was passed, the Extra-Ordinary General Meeting, the special notice, the voting rights, proxies or corporate representation at the said meeting, the authority of the signatory of the Petitioner, the allegations of financial irregularities against Respondent No. 2, the claims of Respondent No. 2 against the Company or any other inter se dispute between the parties.

V. The present order shall not prevent any party from pursuing any remedy otherwise available in law before the competent Court or Tribunal in respect of the underlying disputes or the validity of the corporate resolutions.

25. Accordingly, **C.P. No. 27(AHM) of 2026** is **allowed in part** and **disposed of** in the aforesaid terms. No order as to costs.

-Sd-

SANJEEV SHARMA
MEMBER (TECHNICAL)

-Sd-

SHAMMI KHAN
MEMBER(JUDICIAL)

Megha/LRA