

IN THE HIGH COURT OF BOMBAY AT GOA**COMPANY APPEAL NO. 13 OF 2009.**

Blue Coast Hotels and Resorts Limited,
having its registered Office at 263C,
Arossim, Cansaulim, GOA 403712,
Corporate Office at :
415-417, Antriksh Bhawan at 22, Kasturba
Gandhi Marg, New Delhi – 100 001

..... Appellant.

Versus

1. MORGAN VENTURES LIMITED
having its registered office at : 53, Friends
Colony (East), New Delhi -110 065.

2. Mr. P.L. Suri,
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712

3. Mrs. Sunita Suri
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

4. Mrs. Mamta Suri
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

5. Mr. B. K. Goswami,
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

6. Mr. K. S. Mehta
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

7. Mr. V. M. Kaul,
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

8. Mr. Ashoka Kini,
C/o. Blue Coast Hotels and Resorts
Limited, 263C, Arossim, Cansaulim, GOA
403712.

9. Morepan Laboratories Limited,
having its office at Village Masul Khana,
Parwanoo, Tehsil Kasauli,
District Solan, Himachal Pradesh.

10. Laxmi Vilas Bank,
Registered Office at Salem Road,
Kathapara, Karur, Tamil Nadu – 639 006,

11. Dombivali Nagari Sahkari Bank Ltd.
Registered Office at :
Madhukunj, Plot No.P/162 MIDC, Phase –
II, Kalyan – Shil Road, Sonarpada,
Dombivali (East) – 421 204

**(both the respondents stand deleted as
per order dated 2/3/12.)**

12. Scope Credits & Financial Services
Pvt. Ltd., Registered Office at : 3,
Tordarmal Lane, 1st Floor, Bengali Market,
New Delhi – 110001.

13. Seed Securities & Services Pvt. Ltd.,
Registered Office at : 3, Tordarmal Lane,
1st Floor, Bengali Market, New Delhi –
110001.

14. React Investments & Financial
Services Pvt. Ltd., Registered Office at : 3,
Tordarmal Lane, 1st Floor, Bengali Market,
New Delhi – 110001.

15. Liquid Holdings Pvt. Ltd., Registered
Office at : 3, Tordarmal Lane, 1st Floor,
Bengali Market, New Delhi – 110001.

16. Epitome Holdings Pvt. Ltd., Registered
Office at : 3, Tordarmal Lane, 1st Floor,
Bengali Market, New Delhi – 110001.

17. Ebony Traders Pvt. Ltd., 1008, Sector –
19B, Chandigarh-160019.

18. Blue Coast Hospitality Pvt. Ltd., at
263C, Arossim, Cansaulim, Goa 403712. Respondents.

Mr. Shivan Desai and Mr. Jatin Ramaiya, Advocates for the appellant.

Mr. Sreejesh M.K. and Mr. R. Rao, Advocates for the respondent No.1.

CORAM :- F.M. REIS, J.

Date : - 4 DECEMBER 2015.

ORAL JUDGMENT :

Heard Mr. Shivan Desai, learned Counsel appearing for the appellant and Mr. Sreejesh M.K., learned Counsel appearing for the respondent No.1.

2. The above appeal challenges the order passed by the Company Law Board, despite of the objections raised by the appellant to the effect that the respondents did not have the consent of the requisite number of members to maintain the petition under Sections 397 and 398 of the Companies Act, 1956. The impugned order came to be passed on 2nd September, 2009, when the alleged consent letters relied upon by the respondents were ordered to be placed on record.

3. Mr. Shivan Desai, learned Counsel appearing for the appellant, in support of the above appeal, has pointed out that unless the requisite number of members have given consent to the respondents to file an application under Sections 397 and 398 of the Companies

Act, the question of the Company Law Board exercising such jurisdiction would not arise. The learned Counsel, as such, points out that unless the sealed envelopes are ordered to be opened, the question of proceeding with the application filed by the respondents would not arise at all.

4. Mr. Sreejesh M.K., learned Counsel appearing for the respondent No.1 submits that there can be no quarrel to the submission that the sealed covers have to be opened. In fact, according to the learned Counsel, such an exercise has already been carried out by the Company Law Board. Mr. Dessai, learned Counsel appearing for the appellant, however, submits that he is not aware whether such an exercise has in fact been undertaken by the Board.

5. Without going into the correctness of the above contentions, considering that it is not disputed that the sealed envelopes have to be opened by the Board, before proceedings with the application under Sections 397 and 398 of the Companies Act, 1956, I find it appropriate to direct the Board to open the sealed covers of the consent letters, if they are not yet opened in terms of the impugned

order dated 02/09/2009.

6. With the aforesaid directions, the appeal stands disposed of. Needless to say that based on such verification, the Company Law Board shall proceed to examine the application under Sections 397 and 398 of the Companies Act, 1956, in accordance with law.

F.M. REIS, J.

ssm.