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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

+ **W.P.(C) 11208/2017 and CM No. 45786/2017**

PARAMJIT ANAND

..... Petitioner

Through: Ms Shreya Jain and Mr Gaurav
Tanwar, Advocates.

versus

REGISTRAR OF COMPANIES, DELHI
AND ANR.

..... Respondents

Through: Mr A.P. Sahay, CGSC with Ms J.
Priyadarshini and Mr R. C. Sinha,
Advocates for UOI.

CORAM:

HON'BLE MR. JUSTICE VIBHU BAKHRU

ORDER

% **21.12.2017**

1. The petitioner has filed the present petition, *inter alia*, impugning the 'list of disqualified directors' to the extent that it includes the name of the petitioner.
2. The learned counsel for the petitioner contends that the petitioner had never consented to becoming a Director of Prognosys Edu Search Private Limited (hereafter 'the Company'), and Form-32 indicating that the petitioner had been appointed as a Director was illegally uploaded by the said Company in the year 2010. It is stated that the petitioner became aware of the same only in the year 2014 and filed a complaint with Police Authorities requesting them to take necessary action.
3. The petitioner's grievance is that the police authorities have not taken

any action as yet and in the meanwhile, the petitioner has been disqualified to act as a Director on account of defaults committed by the Company and its principal officers.

4. It is clear from the aforesaid circumstances that there is a dispute as to whether the petitioner was appointed as a Director of the Company or not.

5. Plainly, since the petitioner had already made a complaint in 2014 that the petitioner was not a Director and considering that even if the petitioner was a director he was not fettered from resigning as a Director, this Court is of the view that the petitioner cannot be considered as a Director of the Company at least from 2014 onwards.

6. In view of the above, the petitioner's disqualification to act as a Director for any default of the Company in not filing the returns after 2014 cannot be sustained.

7. The only question thus remains is whether the petitioner can be disqualified to act as a Director under Section 164(2)(a) or Section 167(1)(a) of the Companies Act, 2013 for any non-compliance prior to 2014. In absence of any consent of the petitioner being produced the Company or its other directors, the petitioner's contention that the petitioner had not consented to act as a Director must be accepted.

8. In view of the above, the petition is allowed and the impugned list to the extent that it includes the name of the petitioner as a disqualified director on account of default committed by Prognosys Edu Search Private Limited, is set aside.

9. It is clarified that this would not preclude the Registrar of Companies from passing a fresh order disqualifying the petitioner, if any material is found or produced before the ROC to indicate that the petitioner's statement that the petitioner had never consented to act as a Director of the Company, is false, or any material is produced which establishes that the petitioner had acted as a Director of the Company in any manner.

10. The petition and the application are, accordingly, disposed of with the above clarifications.

VIBHU BAKHRU, J

DECEMBER 21, 2017
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