



BEFORE THE MADURAI BENCH OF MADRAS HIGH COURT

DATED : 31.05.2018

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THE HON'BLE MR. JUSTICE M.V.MURALIDARAN

W.P.(MD)No.11781 of 2018

and

W.M.P.(MD)No.10695 of 2018

Rev.Henry Lawrance Billy Amoss,
Director,
Tinnevelly Diocesan Trust Association,
Door No.5, Punithavathiyar Street,
Palayamkottai.

.. Petitioner

Vs.

The Registrar of Companies,
Ministry of Corporate Affairs,
Shastri Bhawan,
Door No.26, Haddows Road,
Chennai - 600 006.

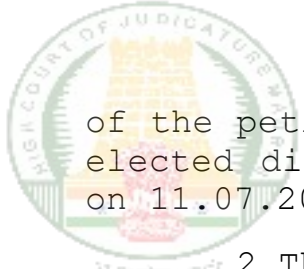
.. Respondent

Prayer: Writ Petition filed under Article 226 of the Constitution of India, praying to issue a Writ of Mandamus directing the respondent to consider the representation of the petitioner dated 30.01.2018 and to restore the names of the elected directors of Tinnevelly Diocesan Trust Association (TDTA) on 11.07.2017 in the Company Master Data and pass such further or other orders.

For Petitioner : Mrs.S.Sujatha

ORDER

The petitioner is one of the Directors of Tinnevelly Diocesan Trust Association, Door No.5, Punithavathiyar Street, Palayamkottai, has filed the present Writ Petition seeking direction to direct the respondent to consider the representation



of the petitioner dated 30.01.2018 and to restore the names of the elected directors of Tinnevelly Diocesan Trust Association (TDTA) on 11.07.2017 in the Company Master Data.

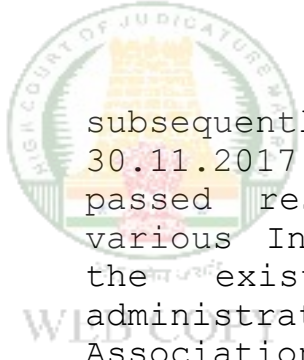
2.The case of the petitioner is that the Tinnevelly Diocesan Trust Association (TDTA) is a compny incorporated under the Indian Companies Act, 1913 on 08.12.1919 with the Certificate of Incorporation of 2 of 1919-1920. The Schools, Colleges, Hospitals and Teacher Training Institutes of Tirunelveli Diocese are vested only with TDTA. The TDTA has its own Memorandum of Association and Articles of Association.

3.It is further case of the petitioner is that in the year 2011, an election dispute was arosed in the CSI Diocese of Tirunelveli which resulted in filing of various litigations before various forums. Though the election to TDTA had to be conducted in 4 phases to elect the members for various levels and the elected members have to elect members for various committees for the administration and Management of various institutions and other bodies run under the Management of TDTA. There were no disputes with respect to the election conducted for the first 2 phases. But, the dispute was arosed when the election process to the third and fourth phases had started and subsequently, elections were conducted by the learned Additional Sub-Court, Tirunelveli through its orders passed in I.A.No.205 of 2011 in O.S.No.128 of 2011, under the supervision of this Court through its order passed in C.R.P.(MD)No.816 of 2017. Since the order in I.A.No.205 of 2011 passed by the learned Sub-Court, Tirunelveli, was challenged in C.R.P.(MD)No.408 of 2017.

4.Considering the case, this Court in the above Civil Revision Petition in C.R.P.(MD)No.408 of 2017, confirmed by holding that the elected body will continue in office for a period of four years from the date of first meeting and challenging the said Civil Revision Petition ordered before the Hon'ble Supreme Court in Special Leave Petition in S.L.P.(C)No.10562 of 2017 was dismissed as withdrawn on 21.04.2017.

5.Subsequently, the election of office bearers of the Diocesan Council and various committees were conducted on 23.04.2017 under the supervision of the Advocate Commissioner appointed by the learned Sub-Court, Tirunelveli and the Election Observer appointed by this Court in C.R.P.(MD)No.816 of 2017. The elections were conducted and results were also declared and the report of the Advocate Commissioner also filed before this Court and in the above Civil Revision Petition. Therefore, this Court by order dated 28.04.2017 holding that the elections were concluded.

6.It is further case of the petitioner is that none of the aggrieved persons have challenged the results of the fourth phase of the elections and the election process had attained finality with the disposal of the application in I.A.No.205 of 2011 and



subsequently, the disposal of the suit in O.S.No.128 of 2011 on 30.11.2017. The Diocesan Executive Committee met on 15.05.2017 and passed resolutions appointing Managers and Correspondents to various Institutions and appointing Treasurer to the Diocese in the existing vacancy, considering the urgency of the administration of the Diocese in accordance with the Articles of Association of TDTA.

7.It is also further case of the petitioner is that the members of the Diocesan Executive Committee are the members of the Tinnevely Diocesan Trust Association (TDTA) as per Article 5 Articles of Association on signifying their consent to become members. Hence, the elected members of the Diocesan Executive Committee sent a request to convene the Annual General Body Meeting (AGM) of TDTA. But, since, the AGM had not been convened, the members themselves convened the EGM on 11.07.2017 after issuing statutory notice and elected the following members to the Committee of Management:

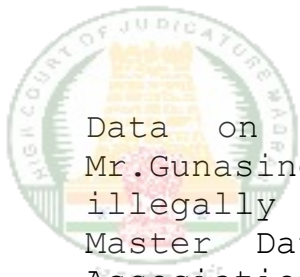
- (1)Mr.Karuthaiah Nadar Selvaraj
- (2)Rev.Henry Lawrance Billy Amoss
- (3)Mrs.Vijila Sathayanath
- (4)Rev.Thomas Stephen Selvinraj
- (5)Mr.Samson Paulraj
- (6)Mr.Thankadurai Yesudasan

8.It is also stated that on the same day, several resolutions constituting committees to carry on the functions of the company had been passed and the same were entered in the Minutes of the Committee of Management dated 11.07.2017 and the election of Diocesan Treasurer Mr.R.Devadoss Gnanaraj was also recorded and he was co-opted as ex-officio member to the Committee of Management. In fact, his appointment as Director alone was challenged in W.P.(MD)No.17952 of 2017 and the same is pending. But, however the election of the other six members to the Committee of Management is not at all challenged till date. Therefore, the above said six members who are elected to the Committee of Management on 11.07.2017 are legally elected persons and no orders have been passed by any competent Court of law restraining them from discharging their duties as Members of Committee of Management.

9.Subsequently on 28.09.2017, the Annual General Body Meeting had been convened and several resolutions were passed and the functions of the company are being carried on by the duly elected and constituted Executive Committee of the Diocese.

<https://hcservices.ecourts.gov.in/hcservices/>

10.Despite the above facts, the names of the duly elected above said six persons had been removed from the Company Master



Data on 21.09.2017 and the names of two persons, namely, Mr.Gunasingh Chelladurai and Mr.C.John Kirubakaran had been illegally inserted as Directors of the company in the Company Master Data in violation of the Memorandum and Articles of Association of the TDTA.

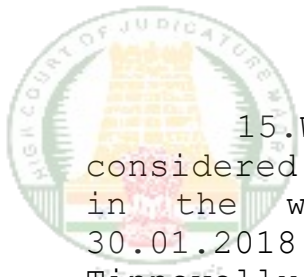
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11.The petitioner further states that it is pertinent to note that the above said two persons are not at all elected members of the Diocesan Executive Committee and they are ineligible to become members of the Association. Therefore, the appointment of the above two persons as Directors of TDTA is malafide and illegal. Therefore, a Criminal Complaint in C.C.No.1 of 2018 on the file of the learned XV Additional City Civil Court, Chennai has been filed to take action against the fraudulent action committed by the Bishop and three others for the offences committed by them in the Company Master Data and the Court had also taken cognizance of the offence and issued summons to the accused.

12.In fact, the election was smoothly conducted on 23.04.2017, the Executive Committee Meeting was held on 15.05.2017 and the Extra Ordinary General Meeting was held on 11.07.2017 and Directors were duly elected and their names were uploaded in the Company Master Data. Since, the names of the elected persons were removed from the Company Master Data, this petitioner has given a detailed representation dated 25.01.2018 to the respondent herein for re-induction of the duly elected members in the Company Master Data.

13.On receipt of the said representation dated 25.01.2018, the respondent also sent a notice dated 01.02.2018 to TDTA and the Bishop calling upon to submit their reply with supporting documents within 10 days without fail. But, till date the respondent has not passed any orders on the representation. Since, the names of the elected directors has been removed from the Company Master Data, it affects the smooth functioning of TDTA and the entire administration of various institutions. Under the management of the Tinnevely Diocesan Trust Association, various schools, colleges, hospitals etc., are functioning. Due to the removal of the names of the elected directors from the Company Master Data, the day to day administration of the institutions is put to a lot of hardship and inconvenience. Since the academic year for all the educational institutions under the Management of TDTA are going to commence from June, 2018, there is an urgency to file the present writ petition seeking for appropriate orders from this Court and he filed the above writ petition for the aforesid prayer.

14.I heard Mrs.S.Sujatha, learned counsel appearing for the petitioner and perused the entire materials available on record.



15. When the matter has been taken up today, this Court considered the nature of the prayer sought for by the petitioner in the writ petition to consider his representation dated 30.01.2018 and to restore the names of the elected directors of Tinnevely Diocesan Trust Association (TDTA) on 11.07.2017 in the Company Master Data, this Court, without issuing notice to the respondent Registrar of Companies, has passed the following orders.

16. It is the absolute case of the petitioner is that as per the orders of the Civil Court as well as this Court in the above suit and as well as in the Civil Revision Petition, earlier the Courts were directed the elected body will continue in the office for a period of four years from the date of first meeting, which was also challenged by the persons before the Hon'ble Supreme Court in S.L.P.(C)No.10562 of 2017, later on it was withdrawn by the same persons on 21.04.2017. But, thereafter, an election was conducted on 11.07.2017 and elected the following members: (1) Mr.Karuthaiah Nadar Selvaraj; (2) Rev.Henry Lawrance Billy Amoss; (3) Mrs.Vijila Sathayanath; (4) Rev.Thomas Stephen Selvinraj; (5) Mr.Samson Paulraj; and (6) Mr.Thankadurai Yesudasan, to the Committee of Management.

17. When the petitioner has made a representation to the respondent Registrar of Companies on 25.01.2018 and after that, notice was also issued to the persons concerned to the TDTA and also the Bishop calling upon to submit the report within 10 days without fail, but when no reply was received from them, it is the bounden duty of the respondent to pass appropriate orders by restore the names of the elected directors of Tinnevely Diocesan Trust Association (TDTA) on 11.07.2017 in the Company Master Data. But without doing so, the same was pending from the year 2017 onwards before the respondent for the reason best known to them.

18. The learned counsel Smt.S.Sujatha, appearing for the petitioner has also rightly argued that the academic year for all the educational institutions under the Management of Tinnevely Diocesan Trust Association (TDTA) are going to commence from June, 2018 and hence, there is an urgency for the petitioner Tinnevely Diocesan Trust Association (TDTA) for restoring the names of the elected directors of Tinnevely Diocesan Trust Association in the Company Master Data for the smooth functioning of the above various schools, colleges, hospitals.

19. Therefore, considering the nature of the arguments advanced by the learned counsel for the petitioner and the petitioner also make out the case before this Court, hence, I am inclined to consider the case of the petitioner and passed the following order.



20. In the result:

(a) this writ petition is allowed;

(b) the respondent is directed to consider the petitioner's representation dated 30.01.2018 and restore the names of the elected directors of Tinnevely Diocesan Trust Association (TDTA) on 11.07.2017 in the Company Master Data;

(c) the said exercise shall be done within a period of two weeks from the date of receipt of a copy of this order. No costs. Consequently, connected miscellaneous petition is closed.

Sd/-

Assistant Registrar(AD-II)

/True Copy/

Sub Assistant Registrar

To

The Registrar of Companies,
Ministry of Corporate Affairs,
Shastri Bhawan, Door No.26, Haddows Road,
Chennai - 600 006.

+3cc to M/S.S.Sujatha, Advocate SR.No. 66455

W.P.(MD)No.11781 of 2018

and

W.M.P.(MD)No.10695 of 2018

31.05.2018

vsv/smn/cp

JM/KKR/SAR 2/01.06.2018/6P/5C