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W.P.No.16961 of 2022

IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED : 07.11.2022

CORAM :

THE HONOURABLE MR.JUSTICE R.SURESH KUMAR

W.P.No.16961 of 2022

Rt.Rev. A.R.G.S.T. Barnabas,  
Bishop of CSI Tirunelveli Diocese,  
Managing Director,  
Tinnelvelly Diocese Trust Association -TDTA,  
Bishopstowe, No.16, North High Ground Road,  
Palayamkottai, Tirunelveli District – 627 002.

... Petitioner

Vs

The Registrar of Companies,  
Ministry of Corporate Affairs,  
Block No.6, B-Wing, 2<sup>nd</sup> Floor,  
Shastri Bhavan, No.26, Haddow's Road,  
Chennai – 600 006.

... Respondent

**Prayer :** Writ Petition under Article 226 of the Constitution of India praying for the issuance of a Writ of Mandamus directing the respondent to register/record the names of the board of directors/committee of management of the petitioner Company in the register of companies under the Companies Act 2013 and Rules 2014 as the dispute in the management marked by the respondent in his communication dated 07.11.2017 was over by the disposal of WP(MD).No.17952 of 2017 on 05.08.2019 and thereafter elections were held to the Diocesan Council, the Executive Committee and new Directors/Committee of management were elected and the same was communicated to the respondent as early as on 22.02.2022 followed by the counsel notice dated 14.04.2022.

For Petitioner : Mr.P.Ebenezer Paul  
For Respondents : Mr.K.Ramanamoorthy  
Central Government Standing Counsel



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### **ORDER**

The prayer sought for herein is for a writ of mandamus directing the respondent to register/record the names of the Board of Directors/Committee of management of the petitioner Company in the register of companies under the Companies Act 2013 and Rules 2014 as the dispute in the management marked by the respondent in his communication dated 07.11.2017 was over by the disposal of WP(MD).No.17952 of 2017 on 05.08.2019 and thereafter elections were held to the Diocesan Council, the Executive Committee and new Directors/Committee of management were elected and the same was communicated to the respondent as early as on 22.02.2022 followed by the counsel notice dated 14.04.2022.

2. The Tinnellvelly Diocesan Trust Association is a Company registered under the provisions of the Companies Act. The Bishop of the Diocese is the Chairman and Managing Director of the Company. Few years back there had been a dispute in the management of the said Company which triggered to file a litigation in W.P.(MD).No.17952 of 2017. The said litigation in W.P.(MD) referred to above having been considered was decided by an order of this Court dated 05.08.2019.

3. Under the said order two former Judges of this Court were appointed as



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interim Administrators and accordingly those learned Judges had taken in charge of the administration and as per the direction of the Court, they also conducted the election to elect the Board of Directors of the Company under which 8 Directors have been elected including the Chairman and Managing Director of the Company.

4. After completing the election, the selection of the Chairman and Board Members of the Company to manage the Company had been sent by the Bishop who is the Managing Director, to the respondent on 22.02.2022 requesting the respondent to enter this selection of managing body of the Company concerned in the register maintained by the respondent. Followed by the said communication, a legal notice also on behalf of the petitioner had been issued on 14.04.2022.

5. Despite this communication having been sent by the petitioner requesting the respondent to enter the names of the Directors who have been selected during the election to manage the affairs of the company in the registers being maintained by the respondent, no action since has been forthcoming from the respondent, the petitioner has moved the present writ petition with the aforesaid prayer.

6. Heard Mr.P.Ebenezer Paul, learned counsel appearing for the petitioner



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who having reiterated the aforesaid would seek indulgence of this Court to give a direction by way of mandamus to the 1<sup>st</sup> respondent to act upon on the request of the petitioner dated 22.02.2022 and such registration has to be made in the registers being maintained in respect of the petitioner's Company at the respondent office.

7. Heard Mr.K.Ramanamoorthy, learned Central Government Standing Counsel appearing for the respondent who on instruction would submit that, few years back admittedly there had been a dispute in the management. Therefore, in view of the said dispute, in the system generated document it has been mentioned that, because of the management dispute, no further action can be taken either to accept in form or to remove anybodies name in order to avoid the further complications and unless such a dispute in the management decided one way or other by the Court of Law, the then prevailing situation shall continue and that has been continued.

8. Now since it is claimed by the petitioner that, the issue has been settled by the orders of the Court and election was conducted to elect office bearers i.e. Managing Committee of the Company concerned since have been selected and



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they have taken charge, based on which the plea of the petitioner would be considered by the respondent. However, the system generated document would not allow any new entry to be made in this regard through online for taking any change in the composition of the Management of the Company concerned, therefore that is the only impediment for the respondent in entertaining the plea raised by the petitioner, the learned Standing Counsel contended.

9. I have considered the said rival submissions made by the learned counsel appearing for the parties and have perused the materials placed before this Court.

10. Now there is no dispute that, after duly conducted election with the supervision and administration of the two former Judges of this Court who were appointed as Administrators by the orders of this Court, the Board of Directors including the Managing Director of the Company concerned have been elected and the details of such election and the name and designation of the Board of Directors including the Chairman had already been duly communicated to the respondent on 22.02.2022.



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11. When that being so, this Court feels that there can be no further impediment for the respondent to entertain such a plea raised by the petitioner and accordingly carryout the corrections that are required to be made by registering the names of the new Board of Directors in the registers being maintained by the respondent.

12. If at all in that system generated document it has already been entered as management dispute, the same can be removed by the respondent and after removing the same, the needful as claimed by the petitioner shall be undertaken. In that view of the matter, this Court is inclined to give a direction to the following effect to the respondent:

That there shall be a direction to the respondent to remove the entry already made as if that there is a management dispute in respect of the Company concerned and after removing the same, entertain the plea raised by the petitioner through a representation or letter communication dated 22.02.2022 and in this regard if any further communication is required to be uploaded through online on behalf of the petitioner, that can also be intimated to the petitioner forthwith based on such information, the petitioner shall upload all these details



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of election of new Board of Directors through online to the respondent and after entering the same through online, the respondent is hereby directed to carryout the necessary registration of the names and designation of the new Board of Directors of the petitioner company and accordingly a certificate to that effect be issued by the respondent to the petitioner and the said needful shall be undertaken and completed by the respondent within a period of four weeks thereafter i.e. after the online submission of the application and details by the petitioner.

13. With these directions, this Writ Petition is disposed of. No costs.

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Index : Yes / No

Speaking Order: Yes / No

Note : Issue order copy on **15.11.2022**

Sgl

To

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Block No.6, B-Wing, 2<sup>nd</sup> Floor,  
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R. SURESH KUMAR, J.

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