



Rev. Appl. No. 184 of 2024
against A.S.No.515 of 2020

IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED : 16.07.2024

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THE HONOURABLE MRS. JUSTICE T.V.THAMILSELVI

Rev. Appl. No. 184 of 2024
against
A.S. No.515 of 2020

1. Rohan Shetty,
Director,
M/s.Twaarsh Floritech Company Pvt. Ltd.,

2. Ramneek Singh,
Managing Director,
M/s.Twaarsh Floritech Company Pvt. Ltd.,

... Petitioners

Versus

1. Suresh Rowvey

2. M/s. Twaarsh Floritech Company Pvt. Ltd.,
rep. by its Managing Director
Mr. Ramneek Singh

... Respondent

Prayer:- Review Application has been filed under Order 47 Rule 1 r/w 114 of Civil Procedure Code, against the order of this Hon'ble Court dated 13.09.2023 in A.S.No.515 of 2020.



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Rev. Appl. No. 184 of 2024
against A.S.No.515 of 2020

For Petitioners : Mr.M.Rajasekar

ORDER

The Review Applicant filed this Review Application to review the order passed by this Court in A.S.No.515 of 2020 for the reason that the review applicants herein were holding the post of paid directors of 1st defendant company in the suit and as per the case of 1st respondent/plaintiff herein, the alleged hand loan was given to the respondent herein alone and hence, the findings rendered by this court that all the defendants are liable to pay the suit amount is erroneous and the same has to be reviewed.

2. Today, when the matter taken up for hearing, the learned counsel for Review Applicants would submit that though the 2nd and 3rd defendants are Directors of 1st defendant company, as an individual capacity, they are not liable to pay the suit claim. In support of his contentions, he relied the ratio laid down in the authority reported in **2024 (1) L.W. 528** in the case of ***V.M.Chettiar and Sons India L.L.F., rep. by its Managing Partner vs. Mrs.V.Swarnalatha***, wherein this court held in para 22 as follows :-



Rev. Appl. No. 184 of 2024
against A.S.No.515 of 2020

WEB COPY

"22.It is not case of the plaintiff that there is a contract in and by which the second defendant had undertaken the liability of the first defendant. The legal notice which was issued on 15.03.2008 has been issued only to the first defendant. Though there is an allegation that other properties were purchased out of the funds provided by the husband of the plaintiff, there is nothing to show that the second defendant has undertaken the liability of the first defendant company. In the absence of such undertaking or a guarantee, we do not think that the second defendant could be made liable personally for the suit claim. We do not find that this issue was anywhere discussed by the Hon-ble Judge. An issue was framed as to whether the second defendant is not a necessary party to the suit. The Hon-ble Judge has rendered a finding to the effect that his joinder cannot be said to be a mis-joinder in view of the fact that he had taken part in the suit transactions. That by itself cannot fasten the liability on the second defendant personally. After all, a Company has to be represented by somebody and such representation will not incur a personal liability unless there is an express contract. We are, therefore, unable to sustain the decree granted by the Hon-ble Judge against the second defendant. It is seen that the first defendant was converted into a Limited Liability Partnership (L.L.P). However, the position



Rev. Appl. No. 184 of 2024
against A.S.No.515 of 2020

WEB COPY

in law would be the same. Point No.(ii) is answered accordingly."

3. By relying the aforesaid proposition, the learned counsel argues that the 1st defendant company alone is liable for the suit claim and the defendants 2 and 3, who are the Directors of 1st defendant company have not acknowledged their liability nor the plaintiff claimed the relief from the 2nd and 3rd defendants, as such is not applicable to the facts of the present case. Moreover, in the aforesaid ratio, there is an agreement entered between the company and its partners. So, those facts are totally differs as in the case on hand and the 2nd and 3rd defendants are also liable for the suit claim, already elaborately discussed by this court. Therefore, there is no ambiguity in the order passed by this Court. Accordingly, this Review Application is dismissed. No costs.

16.07.2024

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Rev. Appl. No. 184 of 2024
against A.S.No.515 of 2020

T.V.THAMILSELVI, J.

rpp

Rev. Appl. No. 184 of 2024
against
A.S.No.515 of 2020

16.07.2024