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

+ **FAO(OS) 167/2024 & CM APPL. 69253-54/2024**

SMT SHUBRA GUPTA AND ANR.Appellants

Through: Mr. Arun Vohra and Mr. S.N.
Pandey, Advs.

versus

RAMJAS FOUNDATIONRespondent

Through: Mr. Alok Kumar, Sr. Adv. with
Mr. Amanullah, Mr. Amit Kr.
Singh, Mr. Varun Maheshwari and
Mr. Manan Soni, Advs.

CORAM:

HON'BLE THE CHIEF JUSTICE

HON'BLE MS. JUSTICE MANMEET PRITAM SINGH ARORA

ORDER

% **29.11.2024**

1. The present appeal filed under Order 43 Rule 1 of Civil Procedure Code, 1908 ('CPC') read with Section 10 of Delhi High Court Act, 1966 impugns the judgment dated 18th October, 2024 passed in CS (OS) 11/2024 titled as "*Ramjas Foundation v. Smt Shubra Gupta and Others*" ('impugned judgment'), whereby the application seeking interim relief filed by the respondent/plaintiff being I.A No. 299/2024 was allowed and the application seeking interim relief filed by the appellants/defendants being I.A No. 11164/2024, was dismissed by the learned Single judge.

2. Vide impugned judgment the appellants have been restrained (i) from interfering in the management and affairs of the respondent foundation; (ii) conducting any fresh elections or holding an AGM



pursuant to the notice dated 16th December, 2023; and (iii) the decisions taken by the appellants in the Special General Meetings held on 02nd December, 2023 and 13th December, 2023 were stayed.

3. The issue in the civil suit filed before the learned Single Judge relates to 102nd AGM for the year 2023 held on 17th November, 2023, in which the elections of office bearers of Ramjas Foundation (respondent/plaintiff) were allegedly held. The case of the respondent/plaintiff was that elections were validly held in accordance with the Memorandum of Association ('MoA') of the Foundation, however, the case of the appellants/defendants is that the 102nd AGM convened by the respondent/plaintiff is unlawful and illegal.

4. The matter was adjourned on 27th November, 2024 to enable the parties to arrive at an amicable settlement for holding the elections for the offices provided in clause 6 of the Memorandum. The parties have reverted with a mutual consensus, which is recorded hereinafter.

5. To resolve the disputes, the parties have jointly arrived at an agreement to hold an Ordinary General Meeting ('OGM') of the Ramjas Foundation and hold election for the offices provided in clause 6 of the Memorandum and as per Rules of the said Foundation. To implement this agreement parties have jointly proposed the manner in which the elections will be held. Accordingly, with the consent of the parties, the following directions for holding the election for the offices provided in clause 6 of the Memorandum are being issued:

- (i) All the eligible members should be present physically with cognitive ability or virtually in case of any difficulty. The elections be held in consonance with Clause 6 of the Memorandum and Rules



of Ramjas Foundation.

(ii) The OGM shall be held to transact the agenda and elections for the offices provided in Clause 6 of the Memorandum and Rules of Ramjas Foundation only. No other agenda will be taken up at this meeting.

(iii) Mr. Ankit Jain, Advocate is hereby appointed as a Court Observer with the consent of the parties.

(iv) Elections will be held under the supervision of the said Court Observer. The Court Observer will appoint a Returning Officer to hold the elections, after consultation with the parties. The selection of the Returning Officer will be as per the absolute discretion of the Court Observer.

(v) The elections will be held on 21st December, 2024 at 11:00 AM.

(vi) The Chairman presiding over the elections will not have a casting vote at this election. This direction has been issued to ensure that there is no dispute with regard to appointment of the Chairman.

(vii) In the unlikely event of a tie, both the factions shall manage the affairs of the Ramjas Foundation for an equal term of 6 months each, and the decision to run first shall be decided by draw of lots by the Court Observer.

(viii) No election of the sub-committees will be held on the said date.

(ix) Other issues including the appointment of new Trustees which is sub-judice in CS (OS) 11/2024, shall be subject to final outcome of the suit.



(x) The fees of the Court Observer is fixed at Rs. 2 lakhs.

6. With the aforesaid consent directions, the appeal stands disposed of.

MANMOHAN, CJ

MANMEET PRITAM SINGH ARORA, J

NOVEMBER 29, 2024/hp/ms