

IN THE HIGH COURT AT CALCUTTA
(Constitutional Writ Jurisdiction)
APPELLATE SIDE

Present:

The Hon'ble Justice Krishna Rao

WPA No. 25281 of 2025

Vimal Kumar Godha & Ors.

Versus

Registrar of Companies, West Bengal & Ors.

Mr. Dhruba Ghosh, Sr. Adv.

Mr. Trideb Bose

Mr. Rahul Poddar

.....For the petitioners.

Mr. Shiv Chandra Prosad

.....For the respondent nos. 1 & 2.

Mr. Ratnanko Banerji, Sr. Adv.

Mr. Arick Banerjee

Mr. Soumalya Ganguli

.....For the respondent nos. 3 and 4.

Hearing Concluded On : 10.12.2025

Judgment on : 11.12.2025

Krishna Rao, J.:

1. The petitioners have filed the present writ petition challenging the impugned FORM DIR-12 (SRN AB8156555) dated 11th October, 2025. The petitioner nos. 1 and 2 are the Directors of the petitioner no. 3 company, namely, Nidhi Creative Infrastructure Private Limited. On 11th October, 2025, the petitioner no. 1 received a system generated e-mail from the respondent no. 2 stating that a purported application FORM DIR-12 being SRN AB8156555 has been registered, which removed the petitioner nos. 1 and 2 along with five (5) other individuals as directors of the petitioner no. 3 company with effect from 10th October, 2025. On receipt of the email, the petitioner no. 1 has submitted a reply on 13th October, 2025 to the respondent no. 1 and informed that the petitioner no. 1 has not authorized anyone to file FORM DIR-12, for his removal as director of the petitioner no. 3 company and requested for supply of copy of the FORM DIR-12 under SRN AB8156555.
2. The petitioner no. 3 by a letter dated 13th October, 2025, informed the respondent no. 1 that the petitioner nos. 1 and 2 have been serving as directors since 24th May, 2010 and continue to exercise control over the affairs of the petitioner no. 3 company.
3. Mr. Dhruba Ghosh, Learned Senior Advocate representing the petitioners submits that as on 10th October, 2025, the Board of the petitioner no. 3 consisted of nine (9) duly appointed directors including

the petitioner nos. 1 and 2 and the respondent nos. 3 and 4. On 11th October, 2025, the respondent nos. 3 and 4 without any authorization or Board Resolution, digitally filed FORM DIR-12 vide SRN AB8156555 with the Registrar of Companies, West Bengal, purporting to intimate cessation of seven (7) directors including the petitioner nos. 1 and 2. He submits that no letters of resignation were ever issued by the petitioner nos. 1 and 2.

4. Mr. Ghosh submits that the decision of the respondent no. 1 in registering FORM DIR-12 (SRN AB8156555) is without any proceeding, judicial or administrative and without giving any notice and without following the basic principle of natural justice and thus the same is unlawful, illegal, arbitrary and perverse.
5. By an order dated 4th December, 2025, this Court directed the Registrar of Companies to bring all the connected documents in connection with FORM DIR-12 being SRN AB8156555. In compliance of the order dated 4th December, 2025, Mr. Shiv Chandra Prosad, Learned Advocate representing respondent nos. 1 and 2 submitted written instruction wherein it is mentioned that the respondent no. 1 is of the prima facie view that e-Form DIR-12 filed by the company appears to be defective for want of necessary attachment and cessation appears to be null and void. It is further mentioned that the respondent no. 1 has no objection to making the said e-Form as defective and consequentially reinstating the all above named persons as directors in MCA-21 Portal as if e-Form DIR-12 bearing SRN AB8156555 has not been filed.

- 6.** Mr. Ratnanko Banerji, Learned Senior Advocate representing the respondent nos. 3 and 4 submits that the respondent nos. 3 and 4 have made a complaint to the respondent no. 1 against the petitioners for illegal and fraudulent acts of oppression and mismanagement and siphoning of funds and other non-compliance by the management of the petitioner no. 3 company. He further submits that on receipt of the e-mail dated 10th October, 2025 from the Ministry of Corporate Affairs Portal, the respondent no. 3 and 4 came to know that the five (5) individuals have been illegally appointed by the petitioner nos. 1 and 2 as directors in the petitioner no. 3 company. He further submits that the petitioners have appointed five (5) persons, namely, Aniruddha Dutta, Raju Das, Nirmala Jain, Nisha Jain, Nidhi Abhishek Jain out of which Nirmala Jain, Nisha Jain and Nidhi Abhishek Jain are the relatives of the Godha family and their surname should not be confused with the Jain Group. He submits that the Jain group is represented by Mr. Mahabir Prasad Jain and Mr. Avishek Jain only. He further submits that Mr. Aniruddha Dutta and Mr. Raju Das are not known to the respondent nos. 3 and 4.
- 7.** Mr. Banerjee submits that the objection made by the respondent no. 3 is pending before the respondent no. 1 for consideration but till date no decision has been taken on the complaint made by the petitioners.
- 8.** Heard the Learned Counsel for the respective parties, perused the materials on record. The petitioners have filed the writ petition being aggrieved with the impugned FORM DIR-12 (SRN AB8156555) wherein

the petitioner nos. 1 and 2 along with five (5) other directors of the petitioner no. 3 company have been removed with effect from 10th October, 2025. The report submitted by the respondent no. 1 in compliance of the order dated 4th December, 2025, it reveals that the respondent no. 1 has admitted that prima facie e-Form DIR-12 filed by the company appears to be defective for want of necessary attachment and cessation appears to be null and void. In the instruction, it is further mentioned that the respondent no. 1 has no objection to make marking in the said e-Form as defective and consequentially reinstating the petitioners no. 1 and 2 as well as the other five (5) individuals as directors of the petitioner no. 3 company in MCA-21 Portal as if e-Form DIR-12 being SRN AB8156555 has not been filed.

9. The petitioners no. 1 and 2 have already raised an objection regarding FORM DIR-12 vide SRN AB8156555 wherein the petitioner nos. 1 and 2 and other five (5) persons have been removed as directors. The respondent nos. 3 and 4 have also filed complaint before the respondent no. 1 regarding inclusion of five (5) persons as directors of the petitioner no. 3 company.
10. Considering the above, this Court finds that the respondent no. 1 has already of the view that the e-Form DIR-12 is filed by the company is defective and he has no objection for making the said e-Form DIR-12 as defective. Accordingly, the writ petition is disposed of by directing the respondent no. 1 or any other competent authority to consider the objection submitted by the petitioner nos. 1 and 2 against the DIR-12

being SRN AB8156555 and the complaint made by the respondent no. 3 and 4 with regard to the induction of five (5) persons as directors by the petitioner nos. 1 and 2 in the petitioner no. 3 company and after giving an opportunity of hearing to all the concerned parties to pass a reasoned and speaking order within a period of 4 weeks from the date of receipt of this order. Till the decision is taken by the respondent no. 1 or any of the competent authority, e-Form DIR-12 being SRN AB 8156555 shall not be given any effect or further effect.

11. WPA No. 25281 of 2025 is disposed of.

Parties shall be entitled to act on the basis of a server copy of the Judgment placed on the official website of the Court.

Urgent Xerox certified photocopies of this judgment, if applied for, be given to the parties upon compliance of the requisite formalities.

(Krishna Rao, J.)