



W.P.No.15769 of 2024

IN THE HIGH COURT OF JUDICATURE AT MADRAS

WEB COPY

DATED: 19.06.2025

CORAM :

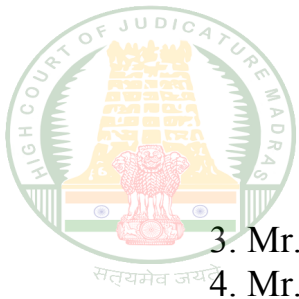
THE HON'BLE MR.JUSTICE N.ANAND VENKATESH

W.P.No.15769 of 2024

1. Coimbatore Goldsmiths Council
represented by its Director
No.44, 1st Floor, Dharmaraja Kovil Street
Coimbatore 641 001
2. Mr.Subbiah Manickam Kamalahasan
3. Mr.Ayyadurai Gurusamy
4. Mr.Subramani Vijayakumar
5. Mr.Thiruppathi Singaraj .. Petitioners

VS

1. Ministry of Corporate Affairs
represented by the Regional Director
Southern Region, Chennai
'Shastri Bhavan', A Wing, V Floor
26, Haddows Road
Chennai 600 006
2. Registrar of Companies, Coimbatore
No.7, AGI Business Park, Phase II
1st Floor, Civil Aerodrome Post
Coimbatore 641 014



W.P.No.15769 of 2024

WEB COPY

3. Mr. Alagarsamy Subburaj
4. Mr. Thangavel Senthilkumar
5. Mr. Subbaiah Shrinivasan
6. Mr. Ponnann Shanmugam
7. Mr. Palavesam Kaliappan
8. Mr. Balasundaram Ramamurthy
9. Mr. Ramesh Madaswamy
10. Mr. Vairavamoorthy Lakshmanan
11. Mr. Coimbatore Nataraj Srinivasan
12. Mr. Mahalingam Premkumar

.. Respondents

Petition filed under Article 226 of the Constitution of India, praying for issuance of a Writ of Certiorarified Mandamus, calling for records the impugned order dated 15.03.2024 bearing Ref.F.No.3/RD (SR)/DIR-12/CoimbatoreGoldsmiths/2023-24 passed by the 1st respondent as illegal, null and void and quash the same as illegal and arbitrary and further direct the 2nd respondent to validate the e-form DIR-12 through SRN AA3739293 dated 27.07.2023 in MCA21.

For Petitioners :: Mr. Anand for Mr. Rohan Rajasekaran

For Respondents :: Mr. S. Paresh Kannan
Central Government Counsel for R1
Ms. Poorthi Balakrishnan for
Mr. R. Vidhya Shankar for R3 to R12

ORDER

This writ petition has been filed challenging the impugned proceedings of the first respondent dated 15.03.2024, whereby the e-Form DIR-12 that was filed before the Registrar of Companies, Coimbatore was



W.P.No.15769 of 2024

directed to be invalidated.

WEB COPY

2. The case of the petitioners is that the first petitioner Company is a non-profit company incorporated on 19.04.2018 with the Registrar of Companies at Coimbatore. The respondents 3 to 12 submitted their resignations on 13.04.2023 and voluntarily resigned from the Board of Directors of the Company. On receiving the letters, the Company had duly intimated the same to the Registrar of Companies vide Form DIR-12 on 20.07.2023. While so, the respondents 3 to 12 filed a complaint before the Registrar of Companies against the first petitioner company alleging that they have been wrongly removed as Directors of the company and they had sought for reinstatement.

3. The second respondent issued the notice dated 07.09.2023 to the first petitioner to submit the reply for the said complaint.

4. The grievance of the petitioners is that the first respondent, without affording opportunity to the petitioners, proceeded to pass the impugned



W.P.No.15769 of 2024

order and held that the e-Form DIR-12 filed by the petitioners is not in accordance with Section 168 of the Companies Act and consequently directed to invalidate the e-Form DIR-12 filed by the company as defective. Aggrieved by the same, the present writ petition has been filed before this Court.

5. The Registrar of Companies has filed a counter affidavit. The authority has taken a stand that the respondents 3 to 12 raised objections and complained to the Registrar of Companies, Coimbatore and based on the same, both parties were heard and it was found that the e-Form DIR-12 has been filed without fulfilling the requirements under Section 168 of the Companies Act, 2013. Hence, the e-Form DIR-12 was marked as 'defective'.

6. The respondents 3 to 12 have also filed a counter affidavit. Apart from making some allegations against the petitioners 2 to 5, they have taken a stand that the respondents 3 to 12 were unilaterally removed as Directors from the Board of the first petitioner by relying upon the letter dated



W.P.No.15769 of 2024

13.04.2023. They have stated that they did not tender any resignation and that the petitioners removed them without any intimation and without giving any notice and without following the due process as prescribed under the Companies Act. In view of the same, the complaint given by them was enquired and the order was passed by the first respondent. Since the order does not suffer from any illegality, they have sought for dismissal of the present writ petition.

7. Heard the learned counsels appearing for the parties.

8. The sum and substance of the issue involved in the present writ petition is an internal dispute between the petitioners and the private respondents. According to the petitioners, the letter dated 13.04.2023 given by the private respondents tantamounts to resigning from the post of Director and hence the same was acted upon and the e-Form DIR-12 was presented before the Registrar of Companies, Coimbatore. In order to appreciate this stand taken by the petitioners, it is relevant to scan and extract one of the letters hereunder:-



WEB COPY



W.P.No.15769 of 2024

From,

Alagarsamy Subburaj
Coimbatore Goldsmiths Council
44, Dharmaraja kovil street
Coimbatore-641001

To,

The Charimen, The Managing director and The Board of directors
Coimbatore Goldsmiths Council
44, Dharmaraja kovil street
Coimbatore-641001

Sub:- Cancellation Board of members

Sir,

I Alagarsamy Subburaj (DIN 07287038) director of Coimbatore Goldsmiths council. Here by inform that, we don't have interest or activities of prestence Board of members of Coimbatore Goldsmiths council. So please arrange a share holder meeeting for election of new board of members.

thank you

Yours faithfully

A 44 4702

13.4.2023

Copy to Chartered Accountant

Copy to Company Secretary

Copy to Technical Partner



W.P.No.15769 of 2024

WEB.COM

9. The above resignation letter that is relied upon by the petitioners, is

not in accordance with the provisions of Section 168 of the Companies Act.

At the best, the private respondents only wanted to convene a meeting of the shareholders for election of new Board of Members. Their intimation to the petitioners that they have no interest in the activities of the present Board of Members, by itself cannot be assumed to be tendering their resignation from the company.

10. The above fact has been properly appreciated in the impugned proceedings of the first respondent dated 15.03.2024. The impugned proceedings does not suffer from any illegality warranting interference of this Court. Hence the first respondent is perfectly correct in directing to invalidate the e-Form DIR-12 filed by the Company.

11. The learned counsel for petitioners submitted that since no stay was granted by this Court, the private respondents got re-inducted and they managed to throw out the petitioners 2 to 5 from the Board of Directors.



W.P.No.15769 of 2024

12. This subsequent event has nothing to do while deciding the present writ petition and if the petitioners 2 to 5 are aggrieved, they have to workout their remedy in the manner known to law.

13. The next issue that was raised is that the private respondents had given a complaint dated 26.12.2023 and even a copy of the same was not furnished to the petitioners and the petitioners did not get sufficient opportunity to present their case.

14. On a careful reading of the complaint dated 26.12.2023, it reveals that the private respondents had informed that they have been illegally removed from the Board of Directors even without tendering resignation and that the letter that was given by them dated 13.04.2023 has been misused. Therefore, even if a copy of this complaint is given, it does not in any way change the character of the case and the fact remains that the said letter, which was acted upon, did not satisfy the requirements of the Act.

15. In the light of the above discussion, this Court does not find any



W.P.No.15769 of 2024

ground to interfere with the impugned proceedings of the first respondent.

WEB COPY Accordingly, the writ petition stands dismissed. Consequently,

W.M.P.No.17174 of 2024 is also dismissed. No costs.

Index : yes/no

19.06.2025

Neutral citation : yes/no

SS

To

1. The Regional Director
Ministry of Corporate Affairs
Southern Region, Chennai
'Shastri Bhavan', A Wing, V Floor
26, Haddows Road
Chennai 600 006
2. The Registrar of Companies, Coimbatore
No.7, AGI Business Park, Phase II
1st Floor, Civil Aerodrome Post
Coimbatore 641 014



WEB COPY



W.P.No.15769 of 2024

N.ANAND VENKATESH,J.

SS

W.P.No.15769 of 2024

19.06.2025