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CRL OP No. 25999 of 2023



IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED: 25-10-2025

CORAM

THE HONOURABLE MR JUSTICE A.D.JAGADISH CHANDIRA

CRL OP No. 25999 of 2023

and

Crl.M.P.Nos.18067 & 18068 of 2023

1. Sudeep Mani Nair

2.Ramachandran Minumol

3.C. Sundareswaran

Petitioner(s)

Vs

M/s.Sirusti Polymer, M/A 38 years,
Represented by its Manager,
Mrs.Jayakumar, S/o. M.P.Sengottian,
No.C-27, Sai Karupa Apartment,
Shanmugha Nagar Extension,
TVS Nagar, Coimbatore - 641 023.

Respondent(s)

PRAYER

This Criminal Original Petition has been filed under Section 482 of Criminal Procedure Code to call for the record and quash STC No.359/2023 on the file of the Judicial Magistrate, Fast Track Court at Magisterial Level No.II, Coimbatore.

For Petitioner(s): Mr. S.Mohan Raj

For Respondent(s): Mr. A.Nagarajan



ORDER

This Criminal Original Petition has been filed by the accused No.3 to 5 seeking to quash the proceeding in STC No.359 of 2023 on the file of the Judicial Magistrate, Fast Track Court at Magisterial Level No.II, Coimbatore.

2. The complaint has been filed under Section 138 of Negotiable Instruments Act, in respect of dishonour of following three cheques:-

i) Cheque bearing No.000086, dated 10.01.2023 for a sum of Rs.5,00,000/- drawn on Kotak Mahindra Bank, Saidapet, Chennai.

ii) Cheque bearing No.000085, dated 11.01.2023 for a sum of Rs.5,00,000/- drawn on Kotak Mahindra Bank, Saidapet, Chennai.

Iii) Cheque bearing No.000088, dated 11.01.2023 for a sum of Rs.3,00,000/- drawn on Kotak Mahindra Bank, Saidapet, Chennai.

3. The complaint has been taken on file as STC No.359 of 2023 by the learned Judicial Magistrate, Fast Track Court No.II, Coimbatore. To quash the same, the present petition has been filed by the petitioners/ A3 to A5.

4. The learned counsel for the petitioners would submit that even as per the complaint, for supply of technical grade urea, a sum of Rs.10 lakhs had been given by the complainant on 17.05.2021 and Rs.3 lakhs had been given on



16.06.2021. On the date of payment of such amount to the first accused Company, the petitioners, A3 to A5, were not working in the first accused company.

5. The learned counsel for the petitioners would further submit that A3 was appointed as Director only on 21.05.2021, A4 was appointed as Director on 07.06.2021 and A5 is not a Director in the first accused company and he is only a staff. The complainant alleges to have paid the amount on 17.05.2021, that is much prior to their appointment. Further, there is no averment in the complaint as if the petitioners/A3 to A5 were incharge and responsible of the day-to-day affairs and conduct of the company and thereby, the complaint has to be quashed.

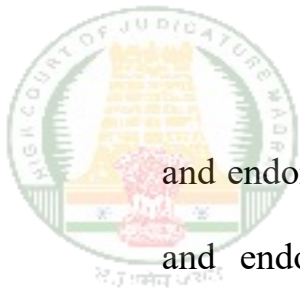
6. Per contra, the learned counsel appearing for the respondent/complainant would submit that the disputed cheques were issued by the accused on 10.01.2023 and 11.01.2023. On those dates, A3 was a Director and A4 was the Managing Director of the A1-Company and since they are Director and Managing Director of the A1-Company, they are incharge of the day-to-day affairs of the A1-company and there are specific allegations against A1 to A4.





independent non-Executive Director of the accused company. There must be a specific averment as to how and in what manner the Director is incharge and responsible for the day-to-day affairs of the company. As far as the first petitioner/A3 is concerned, he is said to be the Director of the company. However, as far as the third petitioner/A5 is concerned, he not being a Director of the company, this court is of the opinion that the complaint against him cannot be proceeded. However, as far as second petitioner/A4 is concerned, she is the Managing Director of the company and she has filed an affidavit dated 25.12.2025 before this Court, admitting that she is the Managing Director of the Company.

10. A4 is the Managing Director of the company. On the date of issuance of the disputed cheques, she was the Managing Director of the company. As per Section 54 of the Companies Act, the “ Managing Director” means a Director who, by virtue of the Articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of Managing Director, by whatever named called. i.e., for the purpose of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw



and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management.

11. In such circumstances, the second petitioner/A4 being the Managing Director of the company is the person, who is incharge and as per Section 141(I) of the Negotiable Instruments Act, if the person committing an offence under Section 138 is a company, every person who, at the time the offence was committed, was in charge of, and was responsible to the company for the conduct of the business of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly. Therefore, the second petitioner/A4, being the Managing Director of the Company, is responsible for the business activities of the company and the case against the second petitioner/A4 has to be proceeded.

12. However, taking into consideration the fact that first petitioner/A3 is a Nominal Director and third petitioner/A5 being an employee of the company, the proceedings as against A3 and A5 shall stand quashed. The case in respect of the company/A1, A2 (signatory of the cheque) and A4 (Managing Director) shall be continued. The learned Magistrate shall dispose of the case as



expeditiously as possible, preferably, within a period of four months from the date of receipt of a copy of this order.

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13. With the above observations and directions, this Criminal Original Petition is disposed of. Consequently, connected miscellaneous petitions are closed.

25-10-2025

Speaking/Non-speaking order
Neutral Citation: Yes/No
mrp

To

The Fast Track Judicial Magistrate Court-II,
Coimbatore.



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CRL OP No. 25999 of 2023



A.D.JAGADISH CHANDIRA J.

mrp

CRL OP No. 25999 of 2023

25-10-2025
(1/2)



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CRL OP No. 25999 of 2023



IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED: 20.11.2025

CORAM:

THE HON'BLE MR.JUSTICE **A.D.JAGADISH CHANDIRA**

Crl.OP.No.25999 of 2023

1. Sudeep Mani Nair
2. Ramachandran Minumol
3. C.Sundareswaran

...Petitioners

Vs.

M/s. Sirusti Polymer,
Rep. by its Manager Mr.S.Jayakumar,
No.C-27, Sai Krupa Apartment,
Shanmugha Nagar Extension, TVS Nagar,
Coimbatore – 641 023.

...Respondent

Criminal Original Petition filed under Section 528 of BNSS, 2023 to call for the record and quash STC.No.359 of 2023 on the file of the Fast Track Judicial Magistrate Court No.2 of Coimbatore.

For Petitioners : Mr.S.Mohanraj

For Respondent : Mr.A.Nagarajan



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ORDER

This criminal original petition has been filed seeking quashment of the proceedings in STC.No.359 of 2023 pending on the file of the Fast Track Judicial Magistrate Court No.2, Coimbatore.

2. This Court, vide order dated 25.10.2025 disposed of this criminal original petition by quashing the proceedings in STC.No.359 of 2023 insofar as the 1st petitioner/A3 and the 3rd petitioner/A5 alone. However, before signing the order, this Court entertained a doubt with regard to the affidavit dated 25.10.2025 filed by the petitioners and hence, directed posting of the matter today for clarification. However, mistakenly, this matter is listed today under the caption 'for orders'.

3. When the matter was taken up for hearing today, a better affidavit dated 18.11.2025 has been filed, wherein the 2nd petitioner has admitted that she is the Managing Director of the company and hence, the said affidavit is taken on record and the same shall form part and parcel of the records. However, it is made clear that the other averments made in the said affidavit are subject matter of trial and this Court has not made any observation nor rendered any finding



with regard to the merits of the case. The earlier affidavit dated 25.10.2025 is hereby withdrawn by the learned counsel for the petitioners.

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4. The matter stands clarified accordingly.

20.11.2025

skt

To:

The Fast Track Judicial Magistrate Court No.2,
Coimbatore.



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CRL OP No. 25999 of 2023



A.D.JAGADISH CHANDIRA, J.

skt

Crl.OP.No.25999 of 2023

20.11.2025
(2/2)