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

+ **O.M.P.(I) (COMM.) 67/2025**

MILES EDUCATION PVT LTD

.....Petitioner

Through: Ms. Anannya Ghosh, Ms. Doel Bose,
Advocates

versus

SHALINI GUPTA & ORS.

.....Respondents

Through: Ms Tine Abraham, Mr. Shourya Bari,
Mr. Vivek Krishnani, Advocates for
R-1 to 4

CORAM:

HON'BLE MR. JUSTICE SUBRAMONIUM PRASAD

ORDER

% **25.02.2025**

I.A. 4941/2025 (Exemption)

Allowed, subject to all just exceptions.

O.M.P.(I) (COMM.) 67/2025

1. This is a petition under Section 9 of the Arbitration & Conciliation Act, 1996 filed by the Petitioner praying for the following reliefs:-

“(a) An injunction against Respondent Nos. 1 - 3 and their relatives/affiliates/agents/representatives from directly or indirectly carrying on any businesses in competition with the businesses enumerated in Schedule 4, Part A and Part B of the Share Subscription and Shareholders’ Agreement dated 05.07.2024;

(b) An injunction against Respondent Nos. 1 - 3 and their relatives/affiliates/agents/representatives from



directly or indirectly soliciting customers, clients, vendors, employees, consultants of the Petitioner and Respondent No. 4 company;

(c) An order/direction to the Respondent Nos. 1 - 3 to provide, by way of affidavit, disclosure of competing businesses in as per Schedule 4, Part A and Part B of the Share Subscription and Shareholders' Agreement dated 05.07.2024 and details of common intellectual property used by such competing businesses;

(d) An order/direction to the Respondent Nos. 1 - 3 to deposit the monies received by Respondent No. 4 pursuant to the rights issue under the Subscription and Shareholders' Agreement dated 05.07.2024 and siphoned off;

(e) An order/direction to the Respondent Nos. 1 - 3 to adopt the Restated Articles and comply with the same till its adoption;

(f) Pass ex-parte ad-interim orders in terms of aforementioned prayers (a) to (e);

(g) Pass such other or further orders as this Hon'ble Court may deem fit and proper in the facts and circumstances of the present case."

2. Shorn of unnecessary details, the facts leading to the present petition are that disputes have arisen between the parties under a Shareholders' Agreement dated 05.07.2024.

3. It is the case of the Petitioner that they have infused funds in Respondent No.4/company and they diluted their shareholding to about 40% with Respondent No.1, 2 and 3 being the majority shareholders. It is therefore apprehended that Respondent No.1, 2 and 3 are taking steps for



bringing out rights issue which will have the effect of bringing down the shareholding of the Petitioner further.

4. The Respondents have appeared on advance notice.

5. Clause 15.2 of the Shareholders' Agreement contains an arbitration clause, which reads as under:-

“15.2. Dispute Resolution;

15.2.1. Any dispute, claim or controversy arising out of or in connection with this Agreement, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by binding arbitration undertaken in accordance with the rules of the Mumbai Centre for International Arbitration, as may be applicable from time to time (MCIA Rules). Unless otherwise prescribed under the MCIA Rules, in case of disputes between the Parties, the arbitral tribunal shall consist of 3 (three) arbitrators, with the disputing Parties appointing 1 (one) arbitrator each and the 2 (two) arbitrators so appointed shall appoint the third arbitrator (Arbitral Tribunal). The seat and venue of the arbitration shall be either New Delhi or Bengaluru, India, as preferred by the party initiating the arbitration proceeding.”

6. This Court gave a suggestion to the learned Counsel for the parties as to whether instead of this Court adjudicating this petition under Section 9 of the Arbitration & Conciliation Act, this Court can refer the matter to Mumbai Centre for International Arbitration (MCIA) which is an institution for appointment of an Arbitrator, learned Counsel for the parties, on instructions, agreed to the suggestion given by the Court.

7. The matter is therefore referred to Mumbai Centre for International Arbitration (MCIA) with a direction to the MCIA to invoke Rule 14 of the MCIA Rules to appoint an emergency Arbitrator.



8. The Petitioner is directed to approach the MCIA and take steps in accordance with the procedural rules for the appointment of the emergency Arbitrator.
9. Let a copy of this order be uploaded on the website today itself.
10. The petition is disposed of along with pending application(s), if any.

SUBRAMONIUM PRASAD, J

FEBRUARY 25, 2025

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