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

+ CRL.M.C. 8110/2023 and Crl.M.A. 30210/2023

PROJTECH ENGINEERING PVT LTD AND ORSPetitioners
Through: Mr.Ranjan Kumar and Mr.Ankit
Kumar, Advocates
versus

STATE GOVT. OF NCT OF DELHI AND ANR.Respondents
Through: Mr.Digam Singh Dagar, APP with
SI Bharat Singh, PS Uttam Nagar
Mr.Syed Faraz Ali, Mr.Pawan
Kumar and Ms.Babita, Advocates
for R-2

CORAM:
HON'BLE MR. JUSTICE ARUN MONGA

% **ORDER**
07.08.2025

1. Petitioners herein assails the judgement dated 22.09.2023 rendered by the learned ASJ, Dwarka Court, whereby their Criminal Revision no. 115/2023 directed against the impugned summoning order dated 23.09.2021, passed by the learned Metropolitan Magistrate in complaint CC NI Act 12597/2021 under Sections 138 and 142 of the Negotiable Instruments Act, 1881 (for short hereafter the Act), was dismissed.
2. Briefly stated, the relevant facts are that petitioner No. 1 is a company of which petitioner Brij Mohan Pandey is the Managing director and his wife petitioner Saroj Pandey is a director. Following the dishonour of a cheque issued by petitioner No. 1 company, favouring



respondent No. 2, and the filing of a complaint, a summoning order dated 23.09.2021 was passed by the learned Metropolitan Magistrate against the petitioners. Their revision petition against the said order was dismissed vide the impugned judgement dated 22.09.2023 passed by the learned Additional Sessions Judge, Dwarka Court. Hence, this petition under section 482 of Code of Criminal Procedure.

3. In nutshell, the sum and substance of the grounds, repeatedly stated in the petition by changing language, is that, firstly; it has nowhere been averred in the entire complaint that the petitioners No. 2 and 3 are responsible for the day to day affairs of the company petitioner No. 1. The whole allegation against petitioner No. 2 is that she is one of the directors of company and; secondly, that the learned Revisional Court misinterpreted the record placed before it.

4. Relying upon section 141 of the Act, Learned counsel for the petitioners argues that it was incumbent upon the complainant-respondent No. 2 to specifically allege in the complaint and further to show in the pre-summoning evidence that petitioners No. 2 and 3 were in charge of and responsible to the company for the conduct of its business. He would further submit that there was neither any such averment in the complaint nor pre-summoning evidence to that effect before the learned Metropolitan Magistrate. Therefore, the impugned summoning order dated 23.09.2021 passed by the learned Metropolitan Magistrate and the impugned order dated 22.09.2023 passed by the learned ASJ, Dwarka Court dismissing the petitioners' Criminal Revision were/are not sustainable in law.

5. Opposing the aforesaid arguments, the learned counsel for the



respondent No. 2 would refer to the stand taken in the reply to the petition and contend that the impugned order of the Sessions Court dated 22.09.2023 in the revision petition is in consonance with record, just and legal. The Sessions Court found that the Trial Court's order dated 23.09.2021 is free from any illegality, infirmity, or perversity.

5.1. Reliance is also placed on the relevant provisions of Section 141 (Offences by the companies) of The Negotiable Instruments Act, 1881, and certain provisions of The Companies Act, 2013 i.e. Section(2) (51) (key managerial personnel), Section (2)54) (managing director), Section (2)(60) (officer who is in default).

5.2. Petitioners claim of Petitioner 2 being not involved in the company's daily affairs is contradicted by the official records and documents on file. The record, including Annexure A, Form 32 of the revision petition of Projtech Engineering Pvt. Ltd., shows the appointment of Managing Directors, Directors, and Secretary, listing Saroj Pandey (DIN-05187196) alongside Brij Mohan Pandey (DIN-05187194), as recorded with the ROC/Ministry of Corporate Affairs. Further, Form MGT-7 (Annual Return) for 2018-19 records both as directors/key managerial personnel, with 100% attendance in four AGMs during that year.

5.3. A Board Resolution dated 24.02.2023, signed by Saroj Pandey, also confirms her active involvement in company decisions. Collectively, these documents establish that Petitioner No.2, Saroj Pandey, actively participates in the day-to-day affairs of the company.

6. Before dealing with the rival contentions, it would be apposite to notice the relevant part of the reply filed by respondent No. 2 to the



revision petition before the learned Additional Sessions Judge. The same is extracted below:

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However, with that being said the counsel for respondent would like to bring attention of this Hon'ble High Court on Page of Annexure A, Certified copy of revision petition wherein Form 32 [pursuant to sections 303(2),264(2) or 266(t)(a) and 266(b) of the Companies Act,1956] of The PROJTECH ENGINEERING PRIVATE LIMITED containing _ particulars of the appointment of Managing Directors, manager and secretary and the changes among them or consent of candidate to act as a Managing Director, manager and secretary of a company and/or undertaking to take and pay for qualification shares- in there at point 4: Number of Managing Director , director (s) for which the form is being filed- 2. Followed by point 5: Details of the Managing Director, Directors of the company: the accused/revisionist no.2, namely Saroj Pandey having DIN-05187196 is mentioned along with accused/revisionist no.3, Brij Mohan Pandey having DIN-05187194. This information is within the record of ROC/ ministry of Corporate Affair.

Furthermore, on, Petitioner/Revisionist has supplied FORM NO. MGT-7: Annual Return for the year 2018-19 in that Column VIII(B)(i) Details of directors and Key Managerial personnel as on the closure of financial year mentions the name of both Brij Mohan Pandey & Saroj Pandey at Page. Beside the Attendances of both Directors are 100%in 4 AGMs held between 2018-19.

Additionally, on page of the petition, the petitioner had supplied the Certified True Copy of The Resolution Passed at the Meeting of the Board of Directors of M/S Proje6ech Engineering Pvt. Ltd. At the Registered Office Of The Company In Held 24th Feb 2023 At 11 am wherein Mrs. Saroj Pandey (Director), DIN No. 05187196 has signed the aforementioned Resolution.

Thus, all aforementioned acts of the accused/ revisionist



/petitioner no. 2, namely Saroj Pandey confirms that she is actively involved in day-to-day affairs of the company.”

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7. Relevant part of the impugned order dated 22.09.2023 passed by the learned Additional Sessions dismissing the revision petition against the order dated 23.09.2021 is extracted below:

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9. Perusal of the documents annexed with the present revision petition also shows that revisionists i.e. accused No.2 and 3 are the Directors of the concerned company and revisionist/accused No.2 has even signed Board Resolution annexed with present revision petition, which shows that she was managing the affairs of the company. Further, revisionist/accused No.3 was authorised signatory of revisionist/accused No.1 and even signed the impugned cheque and therefore, even in the absence of any specific averment, they both can be summoned and therefore, the Ld. Trial Court had rightly passed the order of summoning the revisionists/accused No.2 and 3.

10. With aforesaid reasons, this Court finds that the impugned order dated 23.09.2021 of the Ld. Trial Court is free from any illegality, infirmity or perversity. No interference is warranted. Therefore, the present revision petition filed by the revisionists/accused persons, is hereby dismissed and impugned order dated 23.09.2021 passed by the Ld. Trial Court is accordingly upheld.”

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8. It is not disputed that the these documents (information in Form 32, FORM NO. MGT-7 and resolution dated 24.02.2023 of the petitioner company) had been produced and relied upon by the petitioners themselves along with their revision petition before the learned Sessions Judge. Logically, the petitioners, having themselves



produced and relied upon these documents before the learned Revisional Court cannot now turn around to urge that the Revisional Court could/should not have taken them into consideration while deciding their revision petition.

9. To my mind, it would be travesty of justice if the Court were simply to shut its eyes to the record produced before it by the petitioners themselves, the facts against them apparent from that record and/or were to just ignore the same while deciding the petitioners' revision petition. There seems no prohibition in law against the Court referring to these documents (information in Form 32, FORM NO. MGT-7 and resolution dated 24.02.2023 of the petitioner company), which had been produced and relied upon by the petitioners themselves along with their revision petition before the learned Sessions Judge.

10. These documents read together *prima facie* show that accused No.2 and 3 are the Directors of the concerned company and revisionist/accused No.2 (Saroj Pandey) was also managing the affairs of the company.

11. As stated, the petition itself shows that petitioner Brij Mohan Pandey is the Managing Director of petitioner No. 1 company. The learned Sessions Court further observed that he, revisionist/accused No.3, was the authorised signatory of revisionist/accused No.1 and had even signed the relevant cheque. This factual position qua revisionist/accused No.3 noted by the learned Sessions Court has not been disputed before this court either.

12. The learned Sessions Judge, while declining to exercise its jurisdiction under Section 397 of the Cr.P.C., inter alia, observed that the



record produced before the Court revealed that the petitioner Saroj Pandey was also managing the affairs of the company. The reiteration of the petitioner of the same claim before this Court that she was not in charge of and responsible to the company for the conduct of its business cannot, at this stage, be taken as gospel truth, until of course, on the conclusion/appreciation of evidence of the parties before the Trial Court a finding is returned. The rival contentions in this behalf will have to be adjudicated thereafter at an appropriate stage.

13. Moreover, it is settled position that once the remedy of revision under Section 397 of the Cr.P.C. has been explored, the scope of invoking the inherent jurisdiction of this Court under Section petition under 482 Cr.P.C. is much narrower and that a petition filed under Section 482 on the same grounds as taken in the revision petition, cannot be entertained. Ordinarily on that count alone this petition would be liable to be dismissed.

14. That apart, for the aforesaid other observations, the petition is also liable to be dismissed on merits.

15. Any observations made herein above are tentative and only for the purposes of disposing of the instant petition. The same shall not be treated as expression of final view of this Court on the merits of case pending before the learned Trial Court, who shall, without being influenced by them, proceed further in the matter as per law. The defence of the petitioners, including the contentions raised herein, is left open to be adduced before and adjudicated by the learned trial Court at the appropriate stage in accordance with law.

16. Accordingly, the petition is dismissed along with pending



application, if any.

ARUN MONGA, J

AUGUST 7, 2025/SV