

S/L 99
06.05.2026
Court. No. 25
suwayan

WPA 4637 of 2026

Brijsons Hotel Private Limited & Anr.

Vs.

Union of India & Ors.

Mr. Ratnanko Banerjee, Sr. Adv.

Mr. Raj Ratna Sen

Mr. A. P. Gomes

...for the petitioners.

Mr. R. N. Bag, Sr. Adv.

Mr. Piyas Choudhury

...for the respondent nos. 1 to 3.

Mr. Arik Banerjee

Mr. Abhishek Dutt

Mr. Rajib Mullick

Mr. Priyadarsi Pramanik

Mr. Dipto Dipak Banerjee

Ms. Muskan Agarwal

...for the respondent nos. 4 & 5.

Mr. Chitresh Saraogi

Ms. Priyansha Agarwal

...for the respondent nos. 6, 7 & 8.

1. In terms of the order passed by this Court dated April 21, 2026, the Registrar of Companies is present in Court in-person along with learned advocates.
2. The grievance of the petitioners in the present writ application that the petitioners have made a complaint to the Registrar of Companies, Kolkata on January 21, 2026 with regard to the alleged wrongful and illegal cessation as director with effect from January 6, 2026 due to purported resignation under Section 168 of the Companies Act, 2013 and purported appointment of Ms. Parvati Mishra on the same date.
3. Learned counsel for the petitioners submits that immediately when the petitioners came to know about

the said alleged wrongful and illegal activities of the private respondents by cessation of the directorship of the petitioners and including Ms. Parvati Mishra as a director, the petitioners have made a written complaint to the Registrar of Companies but the same has not been considered.

4. Learned counsel appearing for the Registrar of Companies has draws the attention of this Court to the Companies (Registration Offices and Fees) Rules, 2014 and submits that Rule 2 (l) provides that “straight through process” means the process in which an e-form is approved through system without manual interruption. By referring the said clause, learned counsel appearing for the ROC submits that in the present case also the private respondents have applied through e-form and thus there is no role of the ROC to interrupt the manual interruption on the said process.
5. Learned counsel for the ROC has further relied upon Rule 8 (3) wherein it is provided that the authorized signatory and the professional, if any, who certify e-form shall be responsible for the correctness of the contents of e-form and correctness of the enclosures attached with the electronic form. He further relied upon Rule 10 (1) and submits that as per the said provision the Registrar shall examine or cause to be examined every application or e-form or document required or authorized to be filed or delivered under the Act and rules made thereunder for approval, registration, taking on record or rectification by the Registrar, as the case may be. He further relied

upon the second proviso wherein it is provided that e-forms or documents identified as informative in nature and filed under straight through process may be examined by the Registrar at any time on *suo motu* or on receipt of any information or complaint from any source at any time after its filing.

6. Learned counsel appearing for the private respondents submits that the writ petition filed by the petitioners is not maintainable. He submits that some of the parties have already filed an application before the NCLT with the same prayer wherein the petitioners are also the respondent nos. 6 and 7 but the learned Tribunal had not passed any order in the said application and as such the petitioners cannot invoke the writ jurisdiction by pending the proceeding before the NCLT. Learned counsel appearing for the private respondents has relied upon Rule 11 of the Rules, 2014 and submits that in the event of vacation or removal of directors before approving or invalidating form no. DIR-12, the Registrar shall verify the documents as to correctness of contents and whether adequate supporting documents namely, copy of board resolution, copy of notices sent for calling board meeting or copy of minutes of board of directors reflecting voted for or against. He further submitted that if the Registrar on verification of documents further finds that the company has violated any of the provisions of the Act or Rules, he shall refer the matter to the Regional Director concerned, who shall enquire the matter by giving an opportunity to the person who has been

removed or vacated as director and convey the decision of the matter to the Registrar within ninety days from the date of reference to him by the Registrar.

- 7. By referring the said provision, the learned counsel for the petitioners submits that the Registrar has considered the form and as such he finds nothing because the private respondents have disclosed the resignation letter and appointment letter along with the DIR-12 and thus there is no further requirement for consideration by the Registrar at this stage.
- 8. Heard the learned counsel for the respective parties, perused the materials on record.
- 9. This Court finds that the petitioner no. 2 is the promoter of the petitioner no. 1 since its incorporation in the year 2008. On January 20, 2026 the petitioners have received the email through the MCA portal where an application for form DIR-12 being no. SRN AC1362972 dated January 19, 2026 has been registered with the following details:

S. No.	DIN/PAN/ Membership Number	Name	Purpose of filing	Date of appointment or change in designation or Cessation (DD/MM/YYYY)
	08716304	Parvati Mishra	Appointment	06/01/2026
	01316369	Rajeev Nain Mishra	Cessation	06/01/2026

- 10. When the petitioners came to know about the same, immediately the petitioners have made a written complaint stating that the petitioners have neither

resigned from the company as directorship nor any resolution was taken nor any appointment was made. But in spite of the said representation filed by the petitioners the ROC has not taken any steps for taking any decision.

11. As regards the question of maintainability raised by the private respondents that the similar proceeding is pending before the NCLT, this Court finds that the proceeding has been initiated by some other parties claiming the share holding and other relief but in the present case the petitioners have specifically stated that when the petitioners came to know about the alleged illegal acceptance of the DIR 12 without any resolution and without any appointment and without any resignation, the petitioners have made a complaint to the ROC but the ROC has not considered the same. The petitioners have only prayed for consideration of the representation by the director of ROC in terms of the relevant provisions of law.
12. This Court finds that the writ petition is maintainable as the petitioners are only prayed for a direction upon the director of ROC for consideration of the representation submitted by the petitioners on January 21, 2026.
13. This Court finds that the petitioners have made detailed representation to the ROC on January 21, 2026 and the same is pending for adjudication and as per Rule 10 (1) second proviso the Registrar has the authority to take appropriate decision, if any, complaint has been received by the Registrar of Companies.

14. In view of the above, the writ petition is disposed of by directing the ROC to consider the representation submitted by the petitioners on January 21, 2026 and the further communication made by the petitioners by giving an opportunity of hearing to the petitioners and all the concerned parties including the private respondents within a period of four weeks from the date of receipt of this order.
15. This Court made it clear that this Court has not gone into the merit of the matter, all the points are kept open to be decided by the Registrar of Companies.
16. Urgent photostat certified copies of this order, if applied for, be supplied to the parties upon compliance with all the necessary formalities.

(Krishna Rao, J.)