



**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION**

**APPEAL NO. 98 OF 2024
IN
INTERIM APPLICATION NO. 3716 OF 2022**

Aruna Rathi

.. Appellant

Versus

Sanjeev Sat Prakash Goyal and Ors.

.. Respondents

Mr. Karl Tamboly, a/w Mr. Dhruva Gandhi, Ms. Sweta Moghe, i/b Sweta Mehta and Girdharlal, for the Appellant.

Ms. Lizun Wangdi, a/w Mr. Aniket Mokeshi, for Respondent Nos. 1, 5 and 8.

Ms. Aneesa Cheema, a/w Mr. Shabbir Jariwala, i/b Jariwala Associates, for Respondent Nos. 2, 6, 7, 9, 10 and 11.

**CORAM: B. P. COLABAWALLA &
FIRDOSH P. POONIWALLA, JJ.**

DATE: JUNE 12, 2026

P. C.

1. The Appellant before us is the Plaintiff in Suit No. 265 of 2022 (for short “**the Suit**”). The Plaintiff had filed Interim Application No. 3716 of 2022, in the Suit praying for various interim reliefs. By an Order dated 28th March 2024 (for short “**the Impugned Order**”), Interim Application No.

3716 of 2022 has been heard and finally disposed of. The Interim Application has been allowed, albeit partially.

2. Being aggrieved by the Impugned Order, the Plaintiff had preferred the present Appeal.

3. The Suit is one for the administration of the estate of one Sat Prakash Goyal (for short “**the Deceased**”). It is the case of the Plaintiff in this Suit that the Deceased held 86.70% shares in a company called Mertinez Entex Industries Ltd. According to the Plaintiff, the Deceased held 2,15,900 shares in Mertinez Entex Industries Ltd. on the date of his demise. There are differences and disputes as to whether these shares were validly gifted by the Deceased to Respondent Nos. 5, 6 and 7 prior to his demise as per the Gift Deed produced by the Respondents.

4. During the pendency of the Suit, the Plaintiff also filed a Company Petition, being Company Petition No. 277 of 2022 (for short “**the Company Petition**”), on or about 17th November 2022, before the National Company Law Tribunal, Mumbai. Mertinez Entex Industries Ltd. is Respondent No.1 in that Company Petition.

5. Upon perusing the prayers in the Company Petition, it appears to us that the Plaintiff has prayed for certain reliefs pertaining to the shares held by the Deceased in Mertinez Entex Industries Ltd. before the NCLT. In particular, prayer clause (g) in the Company Petition is relevant which reads thus,

“(g) that this Hon'ble Tribunal be pleased to pass an order against Respondent Nos. 2 to 10 to reverse the illegal transfer of SPG's shares and other properties”

6. It is the contention of the Plaintiff that the civil Court has jurisdiction to adjudicate disputes pertaining to the title of the shares. The Respondents' contention is that matter pertaining to the transfer of shares is in the purview and domain of the NCLT.

7. We are conscious of the possibility of conflicting findings being returned by the civil Court in the Suit and by the NCLT in the Company Petition.

8. Consequently, during the course of hearing of this Appeal, we put it to the learned Counsel appearing on behalf of the Appellant / Plaintiff to consider pursuing remedies with respect to the transfer of shares held by the Deceased in Mertinez Entex Industries Ltd. before the NCLT, and agitate all issues excluding those pertaining to the forgery of the Gift Deeds before

that forum as only the Civil Court has jurisdiction to decide title based on gift deeds. In response, it was submitted by the learned Counsel appearing on behalf of the Appellant, that an objection / issue has been raised by Defendant Nos. 1, 5, and 8 before the NCLT *qua* the maintainability of the Company Petition, in light of the allegations that the Appellant holds less than 10% of the shares in the company in her individual capacity.

9. In that view of the matter, we enquired from the learned Counsel appearing on behalf of Respondent Nos. 2, 6, 7, 9, 10 and 11 if her clients shall raise objections with respect to the maintainability of the Company Petition (on the ground of threshold shareholding requirements). Ms. Cheema, upon taking instructions, submits that her clients shall not raise objections in so far as maintainability of prayer clause (g) of the Company Petition under Section 59 of the Companies Act, 2013 is concerned. Respondent Nos. 1, 5 and 8 are represented by Ms. Wangdi. She too, on instructions, has submitted that no such objection shall be raised by her clients.

10. The objection on the maintainability of the Company Petition [barring prayer clause (g)] on the ground that the Appellant/Plaintiff herein does not hold 10% of the shareholding of the Company in her name shall be

decided by the NCLT as per law. All contentions with regard to merits are kept open.

11. In view of what we have recorded herein above, we permit the parties to agitate all disputes with respect to the legality or otherwise of the transfer of the shares in the Mertinez Entex Industries Ltd. before the NCLT in the pending Company Petition. The learned Counsel for the Appellant and the Respondents submit that in view of the aforesaid directions this Hon'ble Court need not examine the dispute pertaining to the share transfer of the Deceased in Mertinez Entex Industries Ltd. any further. It is clarified that the NCLT shall decide the prayer clause (g) of the Company Petition and any interim reliefs pertaining to the same, irrespective of any objection on the ground that the Appellant/Plaintiff does not hold 10% of the shareholding.

12. The issue relating to the reliefs claimed regarding shares of the Deceased in two partnership firms, namely Monica India and Sanjeev Wollen Mills, shall be decided by the learned Single Judge afresh. We say this because we find that the contentions of the Plaintiff in that regard have simply been rejected by observing that the disputes were pending before the competent Court and/or in proceedings arising out of Arbitration Proceedings. It is in this light that we feel that it would be prudent if the issue

regarding the reliefs sought in relation to the aforesaid two partnership firms is heard afresh by the learned Single Judge. We are also informed that the Plaintiff has filed an Interim Application to amend the Plaint. The learned Counsel appearing for Respondent Nos. 2, 6, 7, 9, 10 and 11, as well as for Respondent Nos. 1, 5, and 8 have fairly submitted before us that there cannot be any opposition to the Interim Application to the extent that it relates to subsequent developments in respect of the aforesaid two firms. The same is duly noted. We would therefore also request the learned Single Judge to decide the reliefs sought by the Plaintiff in relation to the aforesaid two firms after the amendment is allowed, and also taking into consideration the amendments sought by the Plaintiff.

13. The Deceased also held shares in a company called Gopal Dass Jagat Ram Pvt. Ltd., which is Defendant No. 10 in the Suit. It appears from the Impugned Order that the Court Receiver has been appointed in respect of the shares of Gopal Dass Jagat Ram Pvt. Ltd., albeit only in respect of 15,600 shares. These were shares held by the HUF of the deceased. We direct that the Court Receiver shall also be appointed in respect of the balance 1,12,500 shares held by the Deceased in his personal capacity. We note that the shareholding of the Deceased in this company has not been disputed by any of the Defendants.

14. Lastly, the Court Receiver, High Court, Bombay shall continue as Receiver in respect of properties at S. Nos. 1 to 7 and 10 and 11 at pages 67 and 68 in Exhibit 'D' of the Plaint, which admittedly form part of the estate of the Deceased, as directed by the learned Single Judge. The Plaintiff shall be appointed as the agent of the Court Receiver in respect of the same as directed by the learned Single Judge in the Impugned Order.

15. The Appeal is disposed of in the aforesaid terms. However, there shall be no order as to costs.

16. This order will be digitally signed by the Private Secretary/ Personal Assistant of this Court. All concerned will act on production by fax or email of a digitally signed copy of this order.

[FIRDOSH P. POONIWALLA, J.]

[B. P. COLABAWALLA, J.]