IN THE HIGH COURT OF JUDICATURE AT MADRAS

**DATED: 26-03-2026**

CORAM

**THE HONOURABLE MR JUSTICE G.K. ILANTHIRAIYAN**

CRL OP Nos. 7120,7249,7250 and 7241 of 2023

AND

CRL MP Nos. 4590, 4587, 4592, 4591, 4589, 4588, 4498 and 4499 of 2023

CRL OP No. 7120 of 2023

1. K.N.Mahesh Kumar
S/o Late.K.S.Murthy, Flat 1a,
Nutechathulayam, New No.2 And 4
Vasan Street, T.Nagar, Chennai 600017
Also Having Office At Senior Vice
President, Spencer And Co Ltd., Flat 2d
Queens Court, 2nd Floor, 98-145,
Montieth Road, Egmore, Chennai
600008

2.A.V.Sudhakaran
S/o A.V.Raman, No.2/1, Millers Care,
Millers Road, Kilpauk, Chennai Also At
Spencer And Co Ltd., 98-145, Montieth
Road, Egmore, Chennai 600008

3.Adtiya Bansal
S/o S.N.Bansal, No.463, Dr.Anne
Besant Road, Mumbai 400030 Also
Having Office At Vice President
Strategy, Tube Investments Of India
Limited, United Bank Of India
Building, 2nd Floor, Pm Road Fort,
Mumbai 400001

Petitioner(s)

Vs

1. Geetha George
W/o George, Director Of M/s Spencers

Travel Services Limited, Sudharshan
Building, 6th Floor, D.No.27, Whites
Road, Royapettah, Chennai 600014

Respondent(s)

**CRL OP No. 7249 of 2023**

1. Prabir Mitra
S/o.Late Pc,Mitra, Chowringhee
Square, Kolkata- 70 001 West Bengal

Petitioner(s)

Vs

1. Geetha George
W/o. George, Director Of Spencers
Travelservices Limited Sudarshan
Building, 6th Floor, Door No.27,
Whites Road, Royapettah, Chennai -
600 014.

Respondent(s)

**CRL OP No. 7250 of 2023**

1. Chandrani Chakrabarti
D/o. Kanti Kumar Chakra Borty, 4th
Floor, Chowringhee Square, Kolkata
700 001, West Bengal.

Petitioner(s)

Vs

1. Geetha George
W/o. George, Director Of Spencers
Travelservices Limited Sudarshan
Building, 6th Floor, Door No.27,
Whites Road, Royapettah, Chennai -
600 014.

Respondent(s)

**CRL OP No. 7241 of 2023**

1. Sanjiv Goenka
S/o. Late Shri Rama Prasad Goenka,
Goenka Niwas, No.19, Belvedere Road,
Kolkata - 700 027, Also Having Office

At Spencer And Co. Ltd., 2/4 Judges Ct Road, Alipore, Kolkata, West Bengal - 700 027.

Petitioner(s)

Vs

1. Geetha George
W/o. George, Director Of Spencers Travelservices Limited Sudarshan Building, 6th Floor, Door No.27, Whites Road, Royapettah, Chennai - 600 014.

Respondent(s)

**PRAYER in Crl.O.P.No. 7120 of 2023 :** This Criminal Original Petition is filed under Section 482 of Criminal Procedure, 1973 t o Call for the records in Cc.2303/2023 pending on the file of the 2nd Metropolitan Magistrate Egmore, Chennai and Quash the Same.

**PRAYER in Crl.O.P.No.7249 of 2023:**This Criminal Original Petition is filed under Section 482 of Criminal Procedure, 197 to call for the records in CC.No.2303 of 2023 of the Learned II Metropolitan Magistrate Court, Egmore, Chennai and quash the same in so far as the petitioner is concerned and pass such further / other orders

**PRAYER in Crl.O.P.No.7250 of 2023 :** This Criminal Original Petition is filed under Section 482 of Criminal Procedure, 1973 to call for the records in CC.NO.2303/2023 of the learned II Metropolitan Magistrate Court, Egmore, Chennai and quash the same in so far as the petitioner is concerned and pass such further or other orders.

**PRAYER in Crl.O.P.No.7241 of 2023:** This Criminal Original Petition is filed under Section 482 of Criminal Procedure, 1973 to call for the records in CC.No.2303 of 2023 of the Learned II Metropolitan Magistrate Court, Egmore, Chennai and quash the same in so far as the petitioner is concerned and pass such further / other orders

**CRL OP No. 7120 of 2023**

For Petitioner(s): M/s P. Rajnish
S.Geetha-ms/197/1999
Lydia Steffi Catherine

For Respondent(s): Mr.T. Karthick Srinath for

M/s.K.M. Vijayan Associates

Index Filed
Counter Filed
Addl Typed Set Filed

**Crl.O.P.No.7241 of 2023**

For Petitioner: Mr. Abudu Kumar Rajaratjinam, Senior counsel for Mr.A.R. Ramanthan

For Respondent: M/s K.M. Vijayan Associates

**Crl.O.P.No.7249 of 2023**

For Petitioner : Mr. S. Nagarajan for Mr.A.R.Ramanathan

For Respondent: M/s. K.M.Vijayan Associates

**Crl.O.P.No. 7250 of 2023**

For Petitioner : Mr. A.R. Ramanathan

For Respondent : Mr. T. Karthick Srinath for M/s. K.M.Vijayan Associates

**COMMON ORDER**

These petitions have been filed to quash the proceedings in C.C.No.2303 of 2023 pending on the file of II Metropolitan Magistrate, Egmore, Chennai and to quash the same and pass orders.

2. Totally there are seven accused in this case. The petitioner in Crl.O.P.No.7241 of 2023 is arrayed as first accused, the petitioner in Crl.O.P.No.7249 of 2023 is arrayed as fifth accused and the petitioner in Crl.O.P.No.7250 of 2023 is arrayed as sixth accused. The respondent filed a private complaint to prosecute the petitioners for the offence under section 403,420,465,468,469,470,499,500(2) r/w 120-B of I.P.C. The respondent is running a business in the name and style of M/s. Spencers Travel Service Ltd

for more than 3 decades. While being so, in the month of April 2015, vice president of the M/s. Spencers Travel Service Ltd had offered to purchase the said company for a consideration of Rs.5,75,27,500/-. Based on the mutual agreement, the respondent had entered into the share transfer deed on 10.04.2015 and she had paid the said sum for transfer of 99% share in favour of the respondent. In the year November 2016 when the respondent was undergoing an audit, a lot of irregularities were found. Therefore, they asked their senior I.T. Manager who was associated with the respondent to share all the files and ledgers. Though he promised to share it, on 24.11.2016 he replied that the ITC server got crashed and files need to be recovered. Therefore, the respondent lost 10 years of data, which put the respondent to great difficulty in filing Income Tax return and she was also unable to find out the payments receivables from various vendors and it resulted the company to undergo huge loss. Further the Senior I.T.Manager manipulated and robbed various empty signed documents, letter heads and cheques by creating lot of forged email ID's in the name of employees and executive members. Therefore, the senior I.T.Manager gave resignation letter and the respondent denied to accept it and sought for proper reply. Thereafter, during the Month of April 2017, he stopped from coming to office. Though the respondent had sent several letters there was no reply and hence the respondent had lodged a complaint before the jurisdictional police on 28.01.2019.

3. Thereafter, the respondent came to understand that a civil case was filed at Kolkatta Civil Court against her for Intellectual Property Right violation. After great difficulties the respondents assessed the documents on 20.12.2022 and she came to know that the entire case was fabricated against truth and that forged documents were obtained through the Senior Manager. They have filed the case relying upon the agreement dated 06.04.2015 which was not entered by her and by forging her signature that too for a sale consideration of Rs.8,75,00,000/- to use the brand name for a period of 3 years for purchasing the entire shares for life time business. In fact the stamp paper of the said agreement itself was purchased on 29.10.2014 which clearly shows the fraud played by them to gain the money in an illegal manner.

4. It was further alleged that the accused had created forged I.D in the name of the respondent family to create communication and had showed their internal transfer of 3 crores as transacted by the respondent and had forged an acknowledgment. When the respondent questioned about the illegal creation of such document, the accused threatened her with dire consequences. Therefore, she lodged a complaint before the Commissioner of Police Chennai. However, all the complaints ended in vain and she lodged a private complaint and the same was taken cognizance by the Trial Court and summons were issued the accused.

5. The learned senior counsel and other counsels appearing for the

petitioners submitted that the entire proceedings is nothing but a clear abuse of process of law and already on the strength of the alleged share transfer deed dated 06.04.2015 has been acted upon. On the strength of the said agreement the Court passed several orders and suppressing the above orders the respondent lodged a complaint to give a criminal colour to the civil dispute. The share purchase agreement dated 06.04.2015 is one which was entered between the parties and had already been acted upon. The actual sale consideration of the agreement of Rs.8,75,00,000/- was paid by the respondent. Initially a sum of Rs.5,75,27,500/- was paid by way of 17 DDs on 07.04.2015 and 08.04.2015 and the remaining payment was paid through RTGS to the tune of Rs.2,99,72,500/- Both the payments can be evidenced from the communication dated 09.04.2015. In furtherance to the said agreement the respondents and her two nominees were inducted as Board of Directors in the above companies as per the resolution resolved in agreement dated 06.04.2015. In fact their appointments in the Form DIR-12 was also filed with the ROC, Chennai. She signed in the agreement as Geetha Jorge. Therefore, the agreement dated 10.04.2015 is nothing but a blank forgery. In order to prove the name of the respondent as Geetha Jorge the learned counsel also produced several documents to show that her name is mentioned as Geetha George. The said agreement dated 06.04.2015 was already acted upon and on the strength of the same, several civil cases were filed and the respondent duly contested the same. In fact in the case filed against the impugned order, the High Court of Calcutta confirmed the same. Therefore, suppressing all the civil suits, the respondent lodged a private complaint. There are absolutely no ingredients to attract any offence. In support of their contention they relied upon several Judgments. They also lodged a complaint as against the respondent alleging that the agreement dated 10.04.2015 is pending investigation in Crime No. 210 of 2015 on the file of the Inspector of Police, Hare Street, Kolkatta. After registration of the F.I.R, the investigation is pending as against the respondent.

6. *Per contra* the learned counsel for the respondent submitted that there are several allegations to attract the ingredients for the offence and as such the Trial Court rightly has taken cognizance as against the petitioners and it is also pending for Trial. The grounds raised by the petitioners can be considered only by the Trial Court before letting evidence. When the entire grounds raised is on the mixed question of facts, it cannot be decided in this quash petition. In fact the Courts in Calcultta have no territorial jurisdiction to deal with this dispute. The Civil Court and the Criminal Courts in Calcutta were invoked by the respondent and described the way in which the petitioners had committed the offences by forging the signatures of the respondents and fabricated the share purchase agreement dated 06.04.2015. The date of the stamp purchased for the said agreement is on 29.10.2014 to predate the date of execution. It shows that the agreement dated 06.04.2015 is a fabricated one by forging the signature of

the respondent. The respondent made payment only to a tune of Rs.5,75,27,500/-. There is no proof that the respondent had paid a sum of Rs.8,75,00,000/-. Therefore, he prays for dismissal of the quash petition.

7. Heard the learned counsel for the petitioner and the respondent.

8. On the complaint lodged by the respondent, the Trial court had taken cognizance for the offence 420,465,467,468 and 471,120 B r/w r/w 120-B of I.P.C. There are totally seven accused in this case. The crux of the allegation is the accused have fabricated the agreement dated 06.04.2015 as if entered between the respondent and the petitioners. On perusal of record reveals that as per agreement dated 06.04.2015, the respondent had made payment vide 17 settlement Demand Draft for the sum of Rs.5,75,27,500/- on 09.04.2015 itself as partial settlement. Further a sum of Rs.2,97,72,500/- was transferred through RTGS by the respondent and it is also evident from he communication dated 09.04.2015. If the agreement was entered on 10.04.2015 the respondent would not have made such payment by way of DD and through RTGS as per the terms of agreement dated 06.04.2015, the name of the respondent is Marked as Geetha George. In the said agreement two persons signed as witnesses and it was entered between the respondent and the M/s.Spencer and co Ltd. As per the agreement both the parties conclude to transfer of share holding as follows:

1. Transfer of Share holding in investee company and payment of sale consideration:

*The seller hereby sells to the purchaser and the purchaser hereby purchase from the seller 23,00,000 nos equity shares of Rs.10/- each fully paid up in M/s Spencer's Travel Services Limited the investee company) representing 100% share holding bearing distinctions Nos. 1 to 23,00,000 for a consideration of Rs.8,75,000/- ( Eight Crores and Seventy Five Lakhs Only) ( hereinafter referred as " Purchase Consideration) paid by the purchaser to the sellers as Rs.,8,75,00,000( Rupees Eight Crores Seventy Five Lakhs Only) within a period of 15 days from the signing of this agreement*

9. Thereby, the seller handed over the original share certificates representing 23,00,000/- equity shares of Rs.10/- each. Thereafter, the respondent and two of her nominees were inducted as Board of Directors in the said company. Accordingly the FORM DIR 12 was filed before the Registrar of Companies. In pursuance to the dispute, the said suit was filed against the petitioners herein and others for injunction restraining them from using the mark spencers or variants thereof in title Suit No. 421 of 2010 before the City Civil Court at Calcutta. The interim order was granted by an order dated 06.03.2020, based on the agreement dated 06.04.2015. Aggrieved by the same an appeal was preferred by the respondent herein before the High Court of Calcutta in CAN.No.4628 of 20220 in which the concluded as follows:

*a. The 6th April, 2015 agreement was acted upon*

*b. Valuable consideration was paid by the appellants to the respondent in furtherance of that agreement.*

*c. Even after 3 years, that is to say from 2018, the appellants have been using the mark "Spencer's. There is some evidence to suggest that they were allowed to do as on the request by the respondent for a limited period of time to enable them to adopt a new mark.*

*d. Serious factual disputes have been raised by the appellants by alleging that the alleged agreement at page 407 and the said correspondence are forged.*

*e. These factual issues had to be gone into by the learned Trial Court before passing the interim order.*

*f. The interim order would have been more appropriately passed in* *the presence of the appellants, particularly when there was some delay in filing the suit.*

*5. Nevertheless, we are of the view that considering the authorities of the Supreme Court relied upon by the learned Judge in the impugned Judgment and order, the said ex-parte ad-interim order was justified, but on the condition that the same would be continued for a limited period of time and that upon hearing the respondent the interim application should be disposed of as early as possible.*

*In those circumstances, we affirm the impugned interim order but limit it for a period of 3 months from date. In the meantime, the parties shall exchange affidavits before the learned Court below seeking the necessary directions from it, so that the interim application is disposed of within 11 weeks from the date. The learned Trial Judge shall have the power to extend the interim order for a limited time.*

10. Further, the High Court of Calcuatta affirmed the impugned interim order, but limited it for a period of 3 months from the date of receipt of a copy of the order and directed the City Civil Court to dispose the Interim application within a period of 11 months from the date of receipt of a copy of the order. Thus, it is clear that the agreement dated 06.04.2015 was acted upon and the respondent had absolute knowledge about the agreement dated 06.04.2015, even at the time of filing the appeal in the year 2020. Since the respondent produced agreement dated 10.04.2015 before the High Court, the Spencer retail Limited lodged complaint as against the respondents for the allegation of forgery by misappropriation of false agreement dated 10.04.2015 on 27.08.2020. On receipt of the same, the FIR got registered in Crime No.210 of 2020 on the file of Inspector of Police Hare Street, Calcutta for the offence punishable under Sections 420,455,467,468,471 120B r/w 102 and 103 of Trade Marks Act and it is pending for investigation.

11. As directed by the High Court of Calcutta, the City Civil Court

disposed the injunction application and vide order dated 05.12.2022 allowed the Interim Application and restricted the petitioners from using the mark spencers or variants thereof in any manner. The respondent also filed a petition for direction in Crl.O.P.No 32592 of 2022 before this Court seeking for police protection at the hands of the petitioner and obtained a favourable order on 03.04.2023. By suppressing all those facts the respondent initiated arbitration proceedings and obtained ex-parte interim order thereby directing the petitioner not to use the name of the M/s Spencer Travel Services Private Ltd., In the mean time arbitral proceedings was also initiated before the City civil Court, Calcutta. Thereafter, it was challenged before the City Civil Court, Calcutta in Title Suit No.320 of 2023 and an application was filed before the High Court of Calcutta and the entire arbitral proceedings were stayed by an order dated 27.02.2023. Thereafter, the respondent filed the present impugned complaint suppressing all the above facts and the Civil Suits including the orders passed by the High Court of Kolkatta. That apart some of the accused persons are outside the territorial jurisdiction of the Trial Court. Therefore, the Trial Court ought to have followed the procedure as contemplated under Section 202 of Cr.P.C. Thus, it is relevant to extract the provisions under Section 202 of Cr.P.C:

202. Postponement of issue of process:

*(i) Any Magistrate, on receipt of a complaint of an offence of which he is authorised to take cognizance or which has been made over to him under Section 192, may if he thinks*

*fit and shall in a case where the accused is residing at a place beyond the area in which he exercise his jurisdiction, postpone the issue of process against the accused and either inquire into the case himself or direct an investigation to be made by a police officer or by such other person as he thinks fit, for the purpose of deciding whether or not there is sufficient ground for proceeding.*

12. Thus it contemplates postponement of issue of process in a case where the accused is residing at a place beyond the area in which the Trial Court exercised its jurisdiction and thereafter to either enquire into the case by the same Court or by some other Court or by the Police Officer or by other persons as it thinks fit. Admittedly in the case on hand, the Trial Court failed to follow the procedure as contemplated under section 202 of Cr.p.C.

13. Since the word used is "shall" in sub section of 202 of Cr.P.C, the provisions will have to be held as mandatory in a case were the accused is residing outside the jurisdiction of the Trial Court. Therefore, the Trial Court ought not to have taken cognizance as against the accused who are residing outside the jurisdiction of the Trial Court without following the procedures contemplated under Section 202 of Cr.P.C. Further the entire dispute between the respondent and the petitioners are essentially civil in nature and both had already approached the Civil Court for appropriate relief. Suppressing the pendency of the civil suit, the respondent now has given criminal colour to the civil dispute. Therefore, there can be no doubt with the respectful fact that the respondent has attempted to use the criminal proceedings as a weapon against

the petitioners. In furtherance to the above, the Trial Court had taken cognizance of the offence and issued summons to the accused without stating any reasons. Summoning of an accused in a criminal case is a serious issue. The Criminal law cannot be set in motion as the matter of Course. It is not that the respondent has to bring two witnesses to support her allegations. The Trial Court is not a silent spectator at the time of recording the preliminary evidence. The Trial Court has to scrutinise the evidence brought on record and may even put questions to the witness to find truthfulness of the allegations. The Trial Court failed to examine the respondents before taking cognizance to find out truthfulness when the civil suit are already initiated for the very same dispute.

14. In the Civil Suit, the agreement dated 06.10.2015 has been already acted upon and on the basis of the said agreement several orders were passed. In fact the petitioners have also lodged a complaint as against the respondent for fabrication of the agreement dated 10.04.2015 and it is pending investigation in Crime No. 210 of 2015 on the file of the Inspector of Police, Hare Street, Kolkatta. Therefore, the complaint lodged by the respondent is vexatious and is illegally initiated in order to wreak vengeance against the petitioners. Further there is a huge delay in lodging the complaint that the agreement dated 06.04.2015 was already acted upon and also the respondent had absolute knowledge about the agreement while contesting the civil case. Even then the respondent lodged the complaint in the year 2023 and there is no explanation

for the delay in lodging the complaint. The delay in lodging the complaint coupled with the vague allegations do not inspire any confidence of this Court to allow the criminal proceedings to continue against the petitioners. Therefore, the entire proceedings is nothing but a clear abuse of process of law.

15. Accordingly, the Criminal Original Petition stands allowed and the proceedings in CC.NO.2303/2023 of the learned II Metropolitan Magistrate Court, Egmore, Chennai, is hereby quashed. Consequently, connected miscellaneous petition are closed.

**26-03-2026**

Index:Yes/No
Speaking/Non-speaking order
Internet:Yes
Neutral Citation:Yes/No

To.

1. The II Metropolitan Magistrate Court, Egmore, Chennai

2. The Public Prosecutor, High Court, Chennai

**G.K.ILANTHIRAIYAN J.**

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**CRL OP No. 7120 of 2023
AND CRL MP NO. 4590 OF 2023,CRL MP NO. 4587 OF 2023,CRL OP NO. 7249 OF 2023,CRL OP NO. 7250 OF 2023,CRL MP NO. 4592 OF 2023,CRL OP NO. 7241 OF 2023,CRL MP NO. 4591 OF 2023,CRL MP NO. 4589 OF 2023,CRL MP NO. 4588 OF 2023,CRL MP NO. 4498 OF 2023,CRL MP NO. 4499 OF 2023**

**26-03-2026**