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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**
+ W.P.(C) 15946/2025, CM APPL. 65232/2025 & CM APPL. 2264/2026

**PRASHANT PUBLICATIONS PRIVATE LIMITED
& ANR.**

.....Petitioners

Through: Mr. R.K. Gupta, Ms. Rachna Agrawal,
Advocates.

versus

REGISTRAR OF COMPANIES & ANR.

.....Respondents

Through: Mr. Sushil Kumar Pandey (SPC), Mr.
Sarvesh P Shrivastava (GP) Advocates
with Mr. Vyomesh Seth, Dy. ROC,
Delhi).

CORAM:

HON'BLE MR. JUSTICE ANISH DAYAL

ORDER

16.01.2026

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1. This petition has been filed seeking approval of respondent no.1/Registrar of Companies (**'ROC'**) to petitioner's application under Section 168(3) of Companies Act, 2013 read with General Circular No.03/2015 dated 3rd March 2015.
2. Petitioner no.2/Seemax Technologies Pvt. Ltd. (**'Company'**) is the company in question, in which the petitioner no.1/Prashant Publications Pvt. Ltd. holds about 99% of shares, whereas a minor amount of shares are owned by *Mr. Radhe Shyam*, husband of *Mrs. Rajesh Kumari (new incoming Director)*.
3. In a Board meeting held on 31st January 2025, two additional directors were appointed and resignation of two existing directors were also accepted with effect from 1st February 2025 and 16th February 2025. Even before the



company could file Form No. DIR-12, outgoing directors filed Form No. DIR-11 with respondent no.1/ROC, considering that there was no authorized signatories left with petitioner no.2/Company.

4. An application was, therefore, moved under Section 168(3) of Companies Act, 2013 read with General Circular No.03/2015 dated 3rd March 2015 to activate the digital signatures of one of the outgoing directors for the limited purpose of filing Form No. DIR-12 for the incoming directors. An e-mail was received from respondent no.1/ROC seeking certain clarifications, which was submitted on e-mail dated 26th May 2025 and reminders were sent all through June 2025 till September 2025 to expedite the application, but they remained un-replied. As a result, annual filings have also fallen in default.

5. Subsequently, on 29th December 2025, a communication was sent by respondent no.1/ROC closing the application filed by petitioner no.2/Company on the basis that, certain discrepancies were noted during the verification of records by ROC in relation to the shareholding. This closure letter referred to previous communications *inter alia* dated 15th October 2025 addressed by ROC seeking clarification and documents, which was responded to by petitioner no.2/Company on 18th November 2025 and, thereafter, yet again was reverted to by the ROC on 21st November 2025, which was again responded to by petitioner no.2/Company on 25th November 2025. All these communications have been placed on record.

6. The Court has perused these communications. The issues raised by respondent no.1/ROC concern certain discrepancies in the records of members, as well as, of the Form MGT-7 which was filed by petitioner no.2/Company, which was inconsistent with the shareholding claim in the



application.

7. However, these issues should not, in the opinion of the Court, impede respondent no.1/ROC in passing an order activating the signatures of one of directors who resigned, who was an authorized signatory for the purposes of filing DIR-12, so that new directors can come into play.

8. For this purpose, it is necessary to extract the General Circular No.03/2015 for reference:

General Circular No.03/2015

F.No.MCA21/272/2014
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

5th Floor, 'A' Wing Shastri Bhawan,
Dr. R.P. Road, New Delhi
Dated: 03rd March 2015

To

All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Clarification relating to filing of e-form DIR-11 & DIR-12 under the Companies Act, 2013- regarding.

Sir,

This Ministry has received several representations about the difficulties faced by stakeholders due to deactivation of Digital Signature Certificate (DSC) following en masse resignation of all the directors of a company before appointment of new directors in their places. The difficulty arises because of automatic deactivation of DSC on filing of DIR-11 (Notice of resignation of a director to the Registrar) by the resigned/resigning Director (s), and none of the new Director's details having been filed. As a result, form DIR-12 (Particulars of appointment of directors and the key managerial personnel and the changes



among them) cannot be filed by a company due to lack of an authorized signatory Director.

2. In order to enable the filing of such e-forms and till an alternative mechanism is put in place in MCA21 system, it is clarified that the Registrar of Companies within their respective jurisdictions are authorized, on request from the stakeholders, and after due examination, to allow any one of the resigned director who was an authorized signatory

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Director for the purpose of filing DIR-12 only along with additional fees, as applicable and subject to compliance of other provisions of Companies Act, 2013.

3. This issues with the approval of Secretary, MCA.

Yours faithfully,


(KMS Narayanan)

Assistant Director (Policy)
Ph.: 23387263

Copy to:-

1. E-Governance Section and web contents Officer to place this circular on the Ministry website.
2. Guard File.

9. Clearly, the intent of General Circular No. 03/2015 issued by Ministry of Corporate Affairs was to facilitate the filing of DIR-12 by the Company in order that new directors can come in and not precipitate a situation, where due to resignation of all directors of the company, before the appointment of new directors, further proceedings in company stand frozen.

10. Issues which are raised by respondent no.1/ROC, needless to say, can continue to be clarified by petitioner no.2/Company and there is no impediment for respondent no.1/ROC to seek clarifications, as per their own regulations regarding the Company's records.

11. Notwithstanding the same, the directions for activation of DIN and DSC of the resigned Director, *Mr. Akhilesh Kumar Gupta*, can be achieved, to



allow the Company to add the new directors, carry on with the business of the Company and ensure regulatory compliances. Currently due to the stand taken by the RoC, there is a complete impasse, leaving the Company is suspended animation.

12. It is accordingly directed that respondent no.1/ROC shall issue an order re-activating the DIN and DSC of *Mr. Akhilesh Kumar Gupta* for the purpose of filing Form No. DIR-12 to take on record the appointment of two additional directors in petitioner no.2/Company. This will be achieved on or before 30th January 2026.

13. This order, in no way, sanctifies any discrepancy which respondent no.1/ROC has pointed out, even though it has been disputed by the counsel for petitioner no.2/Company. The Court has not expressed any opinion on the merits of those discrepancies which have been raised by the RoC.

14. As far as the prayer clause (B), liberty is given to petitioner to seek remedies in accordance with law, if the need arises.

15. Petition is disposed of with the above directions. Pending applications are rendered infructuous.

16. Order be uploaded on the website of this Court.

ANISH DAYAL, J

JANUARY 16, 2026/ak/sp