



IN THE HIGH COURT OF KARNATAKA AT BENGALURU

DATED THIS THE 2ND DAY OF JULY, 2024

BEFORE

THE HON'BLE MR JUSTICE S.R.KRISHNA KUMAR

WRIT PETITION NO. 15788 OF 2024 (GM-RES)

C/W

WRIT PETITION NO. 15801 OF 2024(GM-RES)

R

IN W.P.No.15788/2024

BETWEEN:

1. MR BYJU RAVEENDRAN
AGED ABOUT 45 YEAR S
S/O RAVINDRAN
KUNNARUVATH MANAGING DIRECTOR
AND CHIEF EXECUTIVE OFFICER OF
THINK AND LEARN PRIVATE LIMITED
WORKING AT IBC KNOWLEDGE K PARK 4/1, 2ND FLOOR
TOWER D ,BANNERGHATTA MAIN ROAD
BANGALORE – 560 029.
(THROUGH HIS POWER OF ATTORNEY HOLDER
MR. SHAJI PUTHALATH
AGED 46 YEARS
S/O KUNNERUVATH DIVAKARAN)
2. MR. RIJU RAVINDRAN
AGED ABOUT 42 YEARS
S/O RAVINDRAN
KUNNARUVATH
EXECUTIVE DRIECTOR
OF THINK AND LEARN PRIVATE LIMITED
WORKING AT IBC KNOWLEDGE PARK
4/1, 2ND FLOOR, TOWER D
BANNERGHATTA MAIN ROAD
BANGALORE - 560 029.
(THROUGH HIS POWER OF ATTORNEY HOLDER
M.R SHAJI PUTHALATH
AGED 46 YEARS
S/O KUNNERUVATH DIVAKARAN)

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signed by
Vandana S
Location:
HIGH
COURT OF
KARNATAKA



3. MR. DIVYA GOKULNATH
AGED 37 YEARS,
D/O GOKULNATH,
EXECUTIVE DIRECTOR, OF THINK AND LEARN PRIVATE LIMITED,
WORKING AT IBC KNOWLEDGE PARK,
4/1, 2ND FLOOR, TOWER D BANNERGHATTA MAIN ROAD,
BANGALORE – 560 029
(THROUGH HIS POWER OF ATTORNEY HOLDER
MR. SHAJI PUTHALATH
AGED 46 YEARS
S/O KUNNERUVATH DIVAKARAN)

...PETITIONERS

(BY SRI. K.G.RAGHAVAN, SENIOR COUNSEL FOR
SRI. VIKRAM UNNI RAJAGOPAL,
SRI. RISHAB GUPTA,
SRI. MANMEET SINGH
SRI. SAIRAM SUBRAMANIAN, ADVOCATES)

AND:

1. GENERAL ATLANTIC SINGAPORE TL PTE. LTD
A PRIVATE COMPANY FORMED UNDER LAW OF SINGAPORE
A SHAREHOLDER OF PETITIONER COMPANY AND A COMPANY
HAVING ITS REGISTERED OFFICE AT 80,
ROBINSON ROAD, 02-00,
SINGAPORE 068898.
THROUGH ITS DIRECTOR.
2. SOFINA S.A.
A PRIVATE COMPANY FORMED UNDER LAW OF BELGIUM
A SHAREHOLDER OF PETITIONER COMPANY AND A COMPANY
HAVING ITS REGISTERED ADDRESS AT 31
RUE DE 2 L'INDUSTRIE BRUXELLES,
1040 BELGIUM
THROUGH ITS DIRECTOR.
3. MIH EDTECH INVESTMENTS, B.V.
A PRIVATE COMPANY FORMED UNDER LAW OF NETHERLAND
A SHAREHOLDER OF PETITIONER COMPANY AND A PRIVATE
COMPANY RES LIMITED BY SHARES,
FORMED UNDER THE LAWS OF NETHERLANDS
HAVING ITS REGISTERED OFFICE AT
GUSTAV MAHLERPLEIN 5,
1082 MS AMSTERDAM,
SYMPHONY OFFICES
THROUGH ITS DIRECTOR.



4. PEAK XV INVESTMENTS IV PARTNERS
A PRIVATE COMPANY FORMED UNDER LAW OF MAURITIUS
A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING ITS REGISTERED
OFFICE AT: 5TH FLOOR, EBENE ESPLANADE, 24
CYBER CITY, EBENE, MAURITIUS AND IFS COURT,
TWENTY-EIGHT, STREET, CYBERCITY,
MAURITIUS BANK EBENE,
THROUGH ITS DIRECTOR.
5. PEAK XV PARTNERS INVESTMENTS V
A PRIVATE COMPANY FORMED UNDER LAW OF MAURITIUS
A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING ITS
REGISTERED OFFICE AT 5TH FLOOR,
EBENE ESPLANADE, 24 CYBER CITY, EBENE,
MAURITIUS AND IFS COURT, TWENTY-EIGHT, BANK STREET,
CYBERCITY, EBENE, MAURITIUS
THROUGH ITS DIRECTOR.
6. SLP BETA HOLDINGS CAYMAN LTD.
A PRIVATE COMPANY FORMED UNDER LAW OF ISLAND
A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING ITS
REGISTERED ADDRESS AT MAPLES CORPORATE SERVICES
LIMITED, PO BOX 309, UGLAND HOUSE,
GRAND CAYMAN, KY1-1104, CAYMAN ISLANDS.
THROUGH ITS DIRECTOR.
7. INTERNET FUND V PTE. LTD.
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A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING
ITS REGISTERED ADDRESS AT 8 TEMASEK
BOULEVARD, 32-02, SUNTEC TOWER THREE,
SINGAPORE, 38988
THROUGH ITS DIRECTOR.
8. OWL VENTURES PARTNERSHIP HOLDINGS I, LLC
A PRIVATE COMPANY FORMED UNDER LAW OF USA
A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING
ITS REGISTERED ADDRESS AT 855 EI
CAMINO REAL STE 13A-354 PALO
ALTO CA 94301 USA
THROUGH ITS DIRECTOR.



9. OWL VENTURES III, L.P.
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THROUGH ITS DIRECTOR.
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855 EL CAMINO REAL,
STE 13A-354,
PALO ALTO, CA 94301 USA
THROUGH ITS DIRECTOR.
12. ARK NCORE EDUTECH 1
A PRIVATE COMPANY FORMED UNDER
LAW OF SOUTH KORIA
A SHAREHOLDER OF THE PETITIONER
COMPANY AND A COMPANY HAVING ITS
REGISTERED ADDRESS AT 702,
SAMSUNG-DONG, 159-6, GANGNAM-GU,
SEOUL KOREA.
THROUGH ITS DIRECTOR.
13. MS. ANITA KISHORE
AGED MAJOR, CHIEF STRATEGY OFFICER,
THINK AND LEAM PRIVATE LIMITED,
WORKING AT IBC KNOWLEDGE PARK, 4/1,
2ND FLOOR, TOWER D,
BANNERGHATTA MAIN ROAD,
BANGALORE, KARNATAKA, INDIA, 560029.



NC: 2024:KHC:24687
WP No. 15788 of 2024
C/W WP No. 15801 of 2024

14. THINK AND LEARN PRIVATE LIMITED
A PRIVATE COMPANY INCORPORATED
UNDER COMPANIES ACT, 1956.
HAVING ITS REGISTERED ADDRESS AT
IBC KNOWLEDGE PARK, 4/1, 2ND FLOOR,
TOWER D BANNERGHATTA MAIN ROAD,
BANGALORE, KARNATAKA, INDIA, 560029
THROUGH ITS DIRECTOR.

...RESPONDENTS

(BY SRI. UDAYA HOLLA, SENIOR COUNSEL FOR
SRI. SATISH PARASARAN, SENIOR COUNSEL FOR
SRI. SHANKH SEN GUPTA,
SRI. YOGESH SINGH,
SRI. TINE ABRAHAM,
SMT. LAVANYA B. ANANTH.,ADVOCATES)

THIS W.P IS FILED UNDER ARTICLES 226 AND 227 OF THE
CONSTITUTION OF INDIA PRAYING TO QUASHING THE IMPUGNED
ORDER DATED 12 JUNE 2024 PASSED BY THE HONBLE NATIONAL
COMPANY LAW TRIBUNAL, BENGALURU (ANNEXURE-A) IN COMPANY
APPLICATION NO. 71 OF 2024 IN COMPANY PETITION NO. 18/BB/2024
PENDING BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU.

IN W.P.No.15801/2024

BETWEEN:

THINK AND LEARN PRIVATE LIMITED
A PRIVATE LIMITED COMPANY INCORPORATED
UNDER THE COMPANIES ACT, 1956, HAVING ITS
REGISTERED ADDRESS AT IBC KNOWLEDGE PARK
4/1, 2ND FLOOR, TOWER D BANNERGHATTA MAIN ROAD
BANGALORE, KARNATAK, INIDA, 560 029.
REPRESENTED BY ITS VICE PRESIDENT
MS. SUNITHA KRISHNA.

...PETITIONER

(BY SRI. DHAYN CHINNAPPA, SENIOR COUNSEL FOR
SRI. VIKRAM UNNI RAJAGOPAL,
SRI. DR. RISHAB GUPTA,
SRI. MANMEET SINGH
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MANAGING DIRECTOR AND
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BANGALORE, KARNATAKA, INDIA, 560029.
(THROUDH HIS POWER OF
ATTORNEY HOLDER
MR. SHAJI PUTHALATH)
14. MR. RIJURAVEENDRAN
AGED 42 YEARS
SON OF RAVINDRAN KUNNARUVATH
EXECUTIVE DIRECTOR OF THE PETITIONER
COMPANY WORKING AT IBC KNOWLEDGE
KNOWLEDGE PARK, 4/1 2ND FLOOR
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15. MS. DIVYA GOKULNATH
AGED 37 YEARS
D/O GOKULNATH,
EXECUTIVE DIRECTOR
OF THE PETITIONER COMPANY WORKING AT IBC
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...RESPONDENTS

(BY SRI. UDAYA HOLLA, SENIOR COUNSEL FOR
SRI. SATISH PARASARAN, SENIOR COUNSEL FOR
SRI. MOHAMMED SHAMEER, FOR C/R R-1
SRI. SHANKH SEN GUPTA,
SRI. YOGESH SINGH,
SRI. TINE ABRAHAM,
SMT. LAVANYA B. ANANTH.,ADVOCATES)

THIS W.P IS FILED UNDER ARTICLES 226 AND 227 OF THE
CONSTITUTION OF INDIA PRAYING TO ORDERS OR DIRECTION INT EH
NATURE THEREOF QUASH THE IMPUGNED ORDER DATED: 12TH JUNE
2024 PASSED BY THE HONBLE NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU IN COMPANY APPLICATION NO.71 OF 2024 IN COMPANY
PETITION NO. 18/BB/2024 PENDING BEFORE THE NATIONAL COMPANY
LAW TRIBUNAL, BENGALURU (ANNEXURE-A)

THESE PETITIONS ARE COMING ON FOR PRELIMINARY HEARING,
THIS DAY, THE COURT MADE THE FOLLOWING:



ORDER

Both these petitions arise out of the impugned order dated 12.06.2024 passed on C.A.No.71/2024 in C.P.No.18/BB/2024 on the file of the National Company Law Tribunal, Special Bench, Bengaluru (for short 'the NCLT'). The said company petition was filed by the respondents 1 to 5 under Sections 241-242 of the Companies Act, 2013 (for short 'the said Act of 2013').

2. The petitioners in W.P.No.15788/2024 are arrayed as respondents 2 to 4 in the said company petition, while the petitioner in W.P.No.15801/2024 is arrayed as respondent No.1 in the said company petition, which is pending adjudication before the NCLT.

3. During the pendency of the said proceedings before the NCLT, the respondents 1 to 5 filed an application C.A.No.71/2024 under Section 242(4) of the said Act of 2013 r/w Rules 11 and 32 of the NCLT Rules, 2016. The said application having been opposed by the petitioners herein, who filed their statement of objections, the NCLT proceeded to pass the impugned order dated 12.06.2024 allowing the said application C.A.No.71/2024 in favour of respondents 1 to 5, thereby granting injunction in their favour against the petitioners till disposal of the main proceedings in



C.P.No.18/BB/2024. Aggrieved by the said impugned order, the petitioners are before this Court by way of the present petitions.

4. Heard Sri.K.G.Raghavan and Sri.Dhyan Chinnappa, learned Senior counsel appearing for the petitioners and Sri.Udaya Holla and Sri.Satish Parasaran, learned Senior counsel appearing for the respondents 1 to 5 and perused the material on record.

5. In addition to reiterating the various contentions urged in the petitions and referring to the material on record, learned Senior counsel for the petitioners invited my attention to the impugned order in order to point out that the same was cryptic and non-speaking order, whereby the NCLT granted injunction in favour of respondents 1 to 5 against the petitioners without assigning any reasons as to why the said order was being passed by the NCLT. It was submitted that the matter was posted on 12.06.2024 for consideration of not only the instant C.A.No.71/2024 but also another application in C.A.No.72/2024 filed by respondents 1 to 5 as well as C.A.No.76/2024 also filed by respondents 1 to 5. However, while the NCLT adjourned the matter for consideration of C.A.No.76/2024, the NCLT specifically directed C.A.No.72/2024 filed by the respondents 1 to 5 to be considered along with the



contempt petition also filed by the respondents 1 to 5 alleging violation by the petitioners who had seriously disputed and denied the said allegations and claim made by the respondents 1 to 5.

5.1 It was therefore submitted that having deferred the consideration of C.A.No.72/2024 and C.A.No.76/2024, the NCLT clearly erred in passing the impugned non-speaking and unreasoned order allowing C.A.No.71/2024 which deserves to be set aside. It was submitted that no reliance can be placed upon either the order dated 27.02.2024 passed by the NCLT or the allegations made by the respondents 1 to 5 against the petitioners as regards alleged violation by the petitioners for the purpose of upholding the impugned order especially when the said issue is pending consideration in the contempt petition as well as C.A.No.72/2024 filed by the respondents 1 to 5 against the petitioners which is seriously contested and disputed by the petitioners. It was therefore submitted that the impugned order passed by the NCLT deserves to be set aside.

5.2 In support of their contentions, learned Senior counsel for the petitioners placed reliance upon the following judgments:-

***(i) Sonu vs.Sonu Yadav & Another – (2021) 15
SCC 228;***



***(ii) Ploomberg Television Production Services
India Pvt. Ltd., vs. Zee Entertainment Enterprises
Ltd., - 2024 SCC OnLine SC 426;***

6. Per contra, learned Senior counsel for the respondents 1 to 5 would reiterate the various contentions urged in the statement of objections and submit that the petitioners are guilty of wilfully disobeying and committing contempt of the undertaking given by them before the NCLT on 27.02.2024 which was confirmed by the NCLT vide order dated 27.02.2024 in relation to the first rights issue in respect of which, the respondents 1 to 5 had sought interim reliefs against the petitioners. It was submitted that the respondents 1 to 5 have not only initiated contempt proceedings against the petitioners for the alleged violation of their undertaking and order dated 27.02.2024 but had also filed C.A.No.72/2024, which was also pending against the petitioners.

6.1 In this context, learned Senior counsel invited my attention to the Reply Affidavit dated 22.04.2024 filed before the NCLT on behalf of the petitioners, in which, at paragraph-27, it was admitted that the petitioners had violated the undertaking and order dated 27.02.2024. It was therefore submitted that in the light of the wilful violation / disobedience committed by the petitioners, the



NCLT was fully justified in passing the impugned order, which does not warrant interference by this Court in the present petition.

6.2 Learned Senior counsel also invited my attention to the earlier orders dated 27.02.2024, 28.03.2024, 04.04.2024 and 23.04.2024 passed by the NCLT in the instant proceedings in order to contend that the aforesaid four earlier orders have to be read together in conjunction with the impugned order and as such, merely because the impugned order does not elaborately assign reasons, the said circumstance cannot be relied upon by the petitioners to assail the impugned order, which is otherwise proper and legal and does not warrant interference in the present petition.

6.3 Learned Senior counsel further submitted that in the light of the earlier undertaking and interim order dated 27.02.2024 passed by the NCLT, which was violated by the petitioners, any act, deed or thing done by the petitioners in the teeth of the said undertaking and interim order would be a nullity, *non-est* and *void ab initio* and the petitioners would not be entitled to proceed with the second rights issue and consequently, the NCLT was fully justified in passing the impugned order and as such, there is no merit in the petition and the same is liable to be dismissed.



6.4 It was also submitted that the petitioners have not come to Court with clean hands and would consequently, not be entitled to invoke the extraordinary and discretionary / equitable jurisdiction of this Court under Articles 226 and 227 of the Constituion of India and on this ground also, the petitions are liable to be dismissed.

6.5 In support of their submissions, learned Senior counsel for the respondents 1 to 5 placed reliance upon the following judgments:-

(i) Rekha Mukherjee vs. Ashis Kumar Das and others – (2005) 3 SCC 427;

(ii) Noorali Babul Thanewala vs. K.M.M.Shetty and others – (1990)1 SCC 259;

(iii) Delhi Development Authority vs. Skipper Construction Co.(P) Ltd., and another – (1996) 4 SCC 622;

(iv) Clarke and others vs. Chadburn and others – 1985 (1) WLR 78;

(v) All Begal Excise LicenSees' Association vs. Raghavendra Singh and others – 2007(11) SCC 374;

(vi) Chhaganbhai Norsinbhai vs. Soni Chandubhai Gordhanbhai and others – (1976) 2 SCC 951;

(vii) Prem Narain vs. Vishnu Exchange Charitable Trust and others – (1984) 4 SCC 375;

(viii) T.N.Rugmani and another vs. C.Achutha Menon and others – 1991 Supp(1) SCC 520;



(ix) Ritesh Tewari and another vs. State of Uttar Pradesh and others – (2010) 10 SCC 677;

(x) Lata Vishnu Sawant and others vs. Additional Collector and Appellate Authority and others – 2019 SCC OnLine Bom 5051;

(xi) Nagindas Ramdas vs. Dalpatram Ichhram @ Brijram and others – (1974) 1 SCC 242;

(xii) Sangramsinh P.Gaekwad and others vs. Shantadevi P.Gaekwad (Dead) through LRs. And others – (2005) 11 SCC 314;

(xiii) High Court Bar Association, Allahabad vs. State of U.P. and others – 2024 SCC OnLine SC 207;

(xiv) Surjit Singh and others vs. Harbans Singh and others – (1995) 6 SCC 50;

(xv) K.A.Ansari and another vs. Indian Airlines Limited – (2009) 2 SCC 164;

7. I have given my anxious consideration to the rival submissions and perused the material on record.

8. A perusal of the material on record will indicate that in the aforesaid proceedings in C.P.No.18/BB/2024, the respondents 1 to 5 filed C.A.No.71/2024 seeking various reliefs which are extracted in para-1 of the impugned order as under:-

“a. Pass an order injuncting (i) the offer letters dated: 11th May, 2024 and 13th May, 2024; (ii) any action pursuant to the offer letters dated 11th May, 2024 and 13th



May, 2024; (iii) any further issuance of shares, inter alia, in furtherance of the impugned second rights offer letter dated: 11th May, 2024, and the revised offer letter dated 13th May 2024;

b. Direct that any corporate actions taken on the basis of the illegally revised shareholding pattern of the Respondent No.1 Company after the date of hearing on 27th February 2024 by kept in abeyance;

c. Ad-interim order in terms of the prayers above”.

9. At paragraphs – 7 to 13, the NCLT notes and refers to the various submissions and contentions urged by both sides in support of their respective claims including the judgments relied upon by both sides. So also, at paragraphs – 3, 4 and 14, the NCLT refers to its earlier order and undertaking of the petitioners dated 27.02.2024 and the contempt proceedings in Contempt Petition No.6/2024 dated 18.04.2024 as well as C.A.No.72/2024 filed on 06.06.2024 by the respondents 1 to 5; at paragraph No.14, the NCLT specifically directs that the said contempt petition No.6/2024 and C.A.No.72/2024, both filed by the respondents 1 to 5 alleging breach / violation / disobedience by the petitioners of the undertaking and order dated 27.02.2024 would be decided later along with the contempt petition; in other words, the NCLT did not consider or dispose of the said allegations of disobedience /



contempt / breach made by the respondents 1 to 5 while passing the impugned order and instead, deferred consideration of the same.

10. Under these circumstances, having specifically deferred / adjourned adjudication of the issue / question of alleged breach / violation / disobedience by the petitioners who were seriously disputing and contesting the same, the NCLT clearly fell in error in allowing C.A.No.71/2024 without assigning any reasons whatsoever for passing the impugned order.

11. As stated supra, apart from extracting and referring to the rival submissions and holding that C.A.No.72/2024 and contempt petition would be considered together subsequently, absolutely no other reasons are forthcoming in the impugned order for the purpose of granting injunctive relief in favour of the respondents 1 to 5 against the petitioners; in fact, the triple test / requirement before granting interim injunction viz., prima facie case, balance of convenience and irreparable injury and loss / hardship has not even been adverted to, much less, considered or appreciated by the NCLT before passing the impugned order which is clearly a non-speaking, unreasoned, cryptic and laconic order



without assigning any reasons as to why and how the respondents 1 to 5 would be entitled to an order of interim injunction against the petitioners and on this short ground alone, I am of the considered opinion that the impugned order passed by the NCLT deserves to be set aside.

12. In the case of ***Central Board of Trustees' vs. M/s. Indore Composite Pvt. LTd., - (2018) 8 SCC 443***, the Apex Court held as under:-

13 [Ed.: Para 13 corrected vide Official Corrigendum No. F-3/Ed.B.J./54/2018 dated 11-10-2018.] . Indeed, in the absence of any application of judicial mind to the factual and legal controversy involved in the appeal and without there being any discussion, appreciation, reasoning and categorical findings on the issues and why the findings impugned in the writ petition deserve to be upheld or reversed, while dealing with the arguments of the parties in the light of legal principles applicable to the case, it is difficult for this Court to sustain such order of the Division Bench. The only expression used by the Division Bench in disposing of the writ petition is "on due consideration". It is not clear to us as to what was that due consideration which persuaded the Division Bench to dispose of the writ petition because we find that in the earlier paragraphs only facts are set out.



14. Time and again, this Court has emphasised on the courts the need to pass reasoned order in every case which must contain the narration of the bare facts of the case of the parties to the lis, the issues arising in the case, the submissions urged by the parties, the legal principles applicable to the issues involved and the reasons in support of the findings on all the issues arising in the case and urged by the learned counsel for the parties in support of its conclusion. It is really unfortunate that the Division Bench failed to keep in mind these principles while disposing of the writ petition. Such order, in our view, has undoubtedly caused prejudice to the parties because it deprived them to know the reasons as to why one party has won and other has lost. We can never countenance the manner in which such order was passed by the High Court which has compelled us to remand the matter to the High Court for deciding the writ petition afresh on merits.

15. In the light of the foregoing discussion, we allow the appeal, set aside the impugned order and remand the case to the Division Bench of the High Court for deciding the writ petition afresh on merits in accordance with law keeping in view our observations made supra. We, however, make it clear that we have refrained from making any observation on merits of the controversy having formed an opinion to remand the case to the High Court for the reasons mentioned above. The High Court would, therefore, decide the writ petition, uninfluenced by any of our observations, strictly in accordance with law.



13. So also, in the case of ***Union Public Service Commission vs. Bibhu Prasad Sarangi – (2021) 4 SCC 516***, the Apex Court held as under:-

3. For the purpose of the present appeal, it is not necessary for the Court to consider the facts of the case in detail in view of what we indicate hereafter. In para 4 of its judgment dated 21-11-2019 [UPSC v. Bibhu Prasad Sarangi, 2019 SCC OnLine Ori 427] , the High Court extracted portions of the judgment of the Tribunal. Thereafter, the High Court noted that “the Tribunal has elaborately discussed the law” while issuing directions. Having said this, the High Court made the following observations in para 6 of its judgment [UPSC v. Bibhu Prasad Sarangi, 2019 SCC OnLine Ori 427] : (Bibhu Prasad Sarangi case [UPSC v. Bibhu Prasad Sarangi, 2019 SCC OnLine Ori 427] , SCC OnLine Ori)

“6. We have heard the learned counsel for the parties and perused the materials including the impugned order. The learned Tribunal has elaborately dealt with the contentions of the learned counsel for the parties with reference to the materials available on record.”

4. In para 7, the High Court held that the Tribunal has not committed any jurisdictional error and no interference is warranted. There has been no independent application of mind to the controversy by the High Court.

5. Cutting, copying and pasting from the judgment of the Tribunal, which is placed in issue before the High Court, may add to the volume of the judgment. The size of judicial output does not necessarily correlate to a reasoned analysis of the core issues in a case. Technology enables



Judges to bring speed, efficiency and accuracy to judicial work. But a prolific use of the “cut-copy-paste” function should not become a substitute for substantive reasoning which, in the ultimate analysis, is the defining feature of the judicial process. Judges are indeed hard pressed for time, faced with burgeoning vacancies and large case-loads. Crisp reasoning is perhaps the answer. Doing what the High Court has done in the present case presents a veneer of judicial reasoning, bereft of the substance which constitutes the heart of the judicial process. Reasons constitute the soul of a judicial decision. Without them one is left with a shell. The shell provides neither solace nor satisfaction to the litigant. We are constrained to make these observations since what we have encountered in this case is no longer an isolated aberration. This has become a recurring phenomenon. The National Judicial Academy will do well to take this up. How Judges communicate in their judgments is a defining characteristic of the judicial process. While it is important to keep an eye on the statistics on disposal, there is a higher value involved. The quality of justice brings legitimacy to the judiciary.

6. In the present case, the issue was whether the first respondent was correctly denied selection to the IAS having regard to the fact that a disciplinary penalty had been imposed upon him on 29-9-2011. The UPSC has submitted that the DOPT Guidelines apply to the constitution of Departmental Promotion Committees for the purpose of promotion, whereas, in matters relating to selection of officers from the State civil services to the IAS, the UPSC Guidelines which have been framed in exercise



of powers under Article 320 of the Constitution would have to be considered.

14. The aforesaid two judgments were followed subsequently by the Apex Court in the case of ***Vishal Ashwin Patel vs. Asst.Commissioner of Income Tax – (2022) 14 SCC 817***, held as under:-

2. We have heard Shri Devendra Jain, learned counsel appearing on behalf of the respective appellants and Shri Balbir Singh, learned ASG appearing on behalf of the Revenue.

3. We have gone through the respective orders passed by the High Court dismissing the writ petitions. Having gone through the orders passed by the High Court dismissing the writ petitions, it can be seen that the said orders are cryptic, non-speaking and non-reasoned orders. The order dated 11-1-2022 [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 707] reads as under : (Vishal Ashwin Patel case [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 707] , SCC OnLine Bom paras 1-2)

“1. We are not inclined to entertain this petition. At the same time, the assessing officer who will be different from the officer who had passed the order dated 10-10-2019 rejecting the objections filed by the petitioner for re-opening under Section 148 of the Income Tax Act, 1961 (“the Act”) shall permit petitioner to file further documents and case laws if advised and also grant a personal hearing before passing the assessment order. The assessment order to be passed within 12 weeks from the date this order is uploaded. The petitioner shall be given at least seven



days advance notice about the date and time of the personal hearing.

2. The assessing officer shall deal with all the submissions made by petitioner including those raised in his objections to the re-opening and pass detailed order in accordance with law.”

4. From the writ petitions produced on record, it appears that the reopening of the assessment under Section 148 of the Income Tax Act has been challenged on a number of grounds. None of the grounds raised in the writ petitions has been dealt with and/or considered by the High Court on merits. There is no discussion at all on any of the grounds raised in the writ petitions. The Division Bench of the High Court has dismissed the writ petitions in a most casual manner which is unsustainable. Except stating that “we are not inclined to entertain writ petition”, nothing further has been stated by the High Court giving reasons for the disinclination to entertain the writ petitions.

5. The manner in which the High Court has dealt with and disposed of the writ petitions without passing any reasoned order is not appreciated by this Court. When a number of issues/grounds were raised in the writ petitions, it was the duty cast upon the Court to deal with the same and thereafter, to pass a reasoned order. When the Constitution confers on the High Courts the power to give relief it becomes the duty of the Courts to give such relief in appropriate cases and the Courts would be failing to perform their duty if relief is refused without adequate reasons.

6. The High Court in exercise of powers under Article 226 of the Constitution of India was required to have



independently considered whether the question of reopening of the assessment could be raised in a writ petition and if so, whether it was justified or not.

7. While emphasising the necessity to pass a reasoned order, in Central Board of Trustees v. Indore Composite (P) Ltd. [Central Board of Trustees v. Indore Composite (P) Ltd., (2018) 8 SCC 443 : (2018) 2 SCC (L&S) 477] , it is observed and held by this Court that the courts need to pass a reasoned order in every case which must contain the narration of the bare facts of the case of the parties to the lis, the issues arising in the case, the submissions urged by the parties, the legal principles applicable to the issues involved and the reasons in support of the findings on all the issues arising in the case and urged by the learned counsel for the parties in support of its conclusion. It is further observed in the said decision that an order bereft of reasoning causes prejudice to the parties because it deprives them to know the reasons as to why one party has won and other has lost.

8. In the recent decision in UPSC v. Bibhu Prasad Sarangi [UPSC v. Bibhu Prasad Sarangi, (2021) 4 SCC 516 : (2021) 1 SCC (L&S) 743] , while emphasising the reasons to be given by the High Court while exercising powers under Article 226 of the Constitution of India, it is observed and held by this Court that the reasons constitute the soul of judicial decision and how Judges communicate in their judgment is a defining characteristic of judicial process since quality of justice brings legitimacy to the judiciary. It is further observed that though statistics of



disposal of cases is important, of higher value is the intrinsic content of judgment. It is further observed that in exercise of powers under Article 226 the Courts require to independently consider the issues involved.

9. Applying the law laid by this Court in the aforesaid decisions to the facts of the case on hand and the manner in which the High Court has disposed of the writ petitions, in the interest of sobriety, we may only note that the orders are bereft of reasoning as diverse grounds were urged/raised by the parties which ought to have been examined by the High Court in the first place and a clear finding was required to be recorded upon analysing the relevant documents.

10. Since we cannot countenance the manner in which the orders have been passed by the High Court which has compelled us to remand the matter to the High Court for deciding the writ petitions afresh on merits, we do so in light of the aforesaid observations.

11. In light of the foregoing discussion, we allow the present appeals and set aside the impugned orders [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 707] [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 709] passed by the High Court and remand the matters to the Division Bench of the High Court for deciding the writ petitions afresh in accordance with law, keeping in view our observations made supra. We, however, make it clear that we have refrained from making any observation on merits of the controversy, having formed an opinion to remand the cases to the High Court only for the reasons mentioned



above. The High Court would, therefore, decide the writ petitions, bearing in mind our observations made above, strictly in accordance with law.

12. With the above directions, the present appeals are accordingly allowed and the impugned orders [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 707]’ [Vishal Ashwin Patel v. CIT, 2022 SCC OnLine Bom 709] are set aside. The matters are remanded to the High Court as aforesaid. No costs.

15. So also, in **Sonu’s case supra**, the Apex Court held as under:-

10. In the earlier part of this judgment, we have extracted the lone sentence in the order [Sonu Yadav v. State of U.P., 2020 SCC OnLine All 1709] of the High Court which is intended to display some semblance of reasoning for justifying the grant of bail. The sentence which we have extracted earlier contains an omnibus amalgam of : (i) “the entire facts and circumstances of the case”; (ii) “submissions of learned counsel for the parties”; (iii) “the nature of offence”; (iv) “evidence”; and (v) “complicity of accused”. This is followed by an observation that the “applicant has made out a case for bail”, “without expressing any opinion on the merits of the case”. This does not constitute the kind of reasoning which is expected of a judicial order.

12. An order without reasons is fundamentally contrary to the norms which guide the judicial process. The administration of criminal justice by the High Court cannot



be reduced to a mantra containing a recitation of general observations. That there has been a judicious application of mind by the Judge who is deciding an application under Section 439CrPC must emerge from the quality of the reasoning which is embodied in the order granting bail. While the reasons may be brief, it is the quality of the reasons which matters the most. That is because the reasons in a judicial order unravel the thought process of a trained judicial mind. We are constrained to make these observations because the reasons indicated in the judgment [Sonu Yadav v. State of U.P., 2020 SCC OnLine All 1709] of the High Court in this case are becoming increasingly familiar in matters which come to this Court. It is time that such a practice is discontinued and that the reasons in support of orders granting bail comport with a judicial process which brings credibility to the administration of criminal justice.

16. Similarly, in ***Bloomberg's case supra***, the Apex Court held as under:-

11. The order of the trial Judge does not discuss, even cursorily, the prima facie strength of the plaintiff's case, nor does it deal with the balance of convenience or the irreparable hardship that is caused. The trial Judge needed to have analysed why such an ex parte injunction was essential, after setting out the factual basis and the contentions of the respondent made before the trial Judge. The trial Judge merely states, in paras 7-8, that the court has "gone through the record available as on date" and



noticed certain precedents where an ad-interim injunction was granted. Without even cursorily dwelling on the merits of the plaint, the ad-interim injunction granted by the trial Judge amounts to unreasoned censorship which cannot be countenanced.

17. If the impugned order is examined bearing in mind the principles laid down by the Apex Court in the aforesaid judgments, it is crystal clear that the impugned order falls foul of the aforesaid principles, inasmuch as the only reason assigned by the NCLT for the purpose of allowing C.A.No.71/2024 is found in paragraph – 16 of the impugned order, which is as under:-

16. Therefore, in the present facts and circumstances of the matter, this Tribunal hereby restrains the Respondents from going ahead with the present rights issue which is in progress till the disposal of the main CP No.18/BB/2024. The Respondents are further directed to keep the amounts collected so far since opening of the second rights issue in relation to this offer in a separate account which should not be utilised till the disposal of the main petition in CP No. 18/BB/2024. Further, status quo with regard to existing shareholders and their shareholding shall be maintained till the disposal of the main petition CP No. 18/BB/2024.



18. A perusal of the remaining portion of the impugned order will clearly indicate that except for merely / summarily stating at paragraph-16, no other reasons, much less, valid or cogent reasons as required in law are forthcoming in the impugned order, which stands vitiated on this score alone. In this context, it is relevant to state that though several allegations and counter allegations have been made by both the respondents 1 to 5 and the petitioners herein in support of C.A.No.71/2024 and the objections filed thereto and both sides relied upon voluminous documents in support of their respective claims, the NCLT does not even refer to, much less consider or appreciate the same for the purpose of passing the impugned order, which is sufficient to come to the conclusion that the impugned order is *ex-facie*, non-speaking and unreasoned order warranting interference by this Court in the present petition.

19. The respondents 1 to 5 have contended that the earlier orders dated 27.02.2024, 28.03.2024, 04.04.2024 and 23.04.2024 passed by the NCLT in the instant proceedings have to be read together and in conjunction with one another which would justify the impugned order. As stated supra, in pursuance of the order



dated 27.02.2024, the respondents 1 to 5 have filed a contempt petition as well as C.A.No.72/2024 which have already been directed to be considered subsequently by the NCLT in the impugned order and as such, the question of reading the said order dated 27.02.2024 along with the impugned order would not arise in the facts of the instant case. So also, the order dated 28.03.2024 was passed on an application C.A.No.38/2024 filed by the respondents 1 to 5 which was disposed of by the NCLT by the said order and consequently, the said order also cannot be read along with the present impugned order.

20. Further, the petitioners filed an application in C.A.No.44/2024 on 01.04.2024 under Section 8 of the Arbitration and Conciliation Act, 1996 and the said application having been contested by the respondents 1 to 5, the said C.A.No.44/2024 was taken up for consideration by the NCLT on 04.04.2024 and 23.04.2024, on which dates, the submissions of both sides were recorded by the NCLT and the said C.A.No.44/2024 is still pending adjudication before the NCLT and no orders on the instant C.A.No.71/2024 were passed by the NCLT on either 04.04.2024 or 23.04.2024. Under these circumstances, the contention of the



respondents 1 to 5 that the said orders dated 04.04.2024 and 23.04.2024 have to be read along with the impugned order also cannot be accepted, especially when the said orders passed on C.A.No.44/2024 which is pending adjudication merely records the rival submissions and contentions and no orders / directions have been passed by the NCLT in the said orders.

21. Insofar as the contentions urged on behalf of the respondents 1 to 5 that there is breach / violation of the undertaking and order dated 27.02.2024 by the petitioners and their conduct disentitles them from invoking the extraordinary and discretionary jurisdiction of this Court is concerned, as stated supra, the NCLT itself takes note of the fact that the said allegations made by the respondents 1 to 5 have been seriously disputed and denied by the petitioners and the subject matter of the contempt petition and C.A.No.72/2024, which have been directed by the NCLT in the impugned order to be considered together subsequently; at any rate, all allegations and counter allegations, including the alleged admission by the petitioners would necessarily have to be adjudicated upon by the NCLT while deciding the contempt petition and C.A.No.72/2024 and



consequently, the said contentions cannot be made the basis to justify the impugned order, which is otherwise a completely and totally unreasoned and non-speaking order which deserves to be set aside.

22. The respondents 1 to 5 have contended that the impugned order is only an ad-interim order passed on C.A.No.71/2024 and the said application having not been disposed of even till today and the NCLT having posted the matter for further consideration of C.A.No.71/2024, the present petition is premature and the same is liable to be dismissed on this ground alone, since no final orders have been passed on C.A.No.71/2024; this contention urged on behalf of respondents 1 to 5 is clearly devoid of merit in the light of the specific directions issued by the NCLT in the impugned order, which injuncts the petitioners herein from going ahead with the second rights issue till disposal of the main C.P.No.18/BB/2024 which leads to the unmistakable conclusion that C.A.No.71/2024 had been disposed of vide impugned order and the same was not pending consideration any longer; even assuming that the said C.A.No.71/2024 had not been finally disposed of by the NCLT vide the impugned order, the said



circumstance would not dispense with or obviate the mandatory requirement of passing a reasoned and speaking order while granting injunction in favour of respondents 1 to 5 against the petitioners, *albeit* by way of an ad-interim order which would also necessarily have to be passed by assigning cogent and valid reasons which are conspicuously absent / missing in the impugned order and as such, even this contention urged on behalf of respondents 1 to 5 cannot be accepted.

23. A perusal of the impugned order will clearly indicate that as stated supra, the same is an unreasoned, cryptic, laconic and non-speaking order without application of mind, thereby being violative of principles of natural justice warranting interference by this Court under Articles 226 and 227 of the Constitution of India; under these circumstances, the contention urged by the respondents 1 to 5 that in view of availability of equally efficacious alternative remedy by way of an appeal under Section 421 of the Companies Act, 2013, the present petitions are not maintainable cannot be accepted in the facts and circumstances of the instant case which establish that there has been violation of principles of natural justice in the impugned order and consequently, availability



of the remedy of appeal would not come in the way of this Court entertaining the present petitions.

24. Learned Senior counsel for the respondents 1 to 5 would place reliance upon the various judgments of the Apex Court and this Court referred to supra and contend that an undertaking given to a Court is analogous to an order of temporary injunction and in the light of the undertaking given by the petitioners on 27.02.2024 before the NCLT which was deliberately willfully violated and breached by them, the NCLT was justified in passing the impugned order. As stated supra, in the impugned order itself, the NCLT has directed that C.A.No.72/2024 and the contempt petition would have to be heard together subsequently and the same were not decided by the NCLT in the impugned order; further, all rival contentions and claims between the parties in relation to the undertaking / order dated 27.02.2024, allegations of willful disobedience by the petitioners which has been seriously disputed and denied by them, interpretation and construction of the said undertaking / order etc., would necessarily have to be decided by the NCLT while considering and passing appropriate orders on C.A.No.72/2024 and the contempt petition, which have been deferred for



consideration by the NCLT. It is therefore clear that the respondents 1 to 5 are not entitled to place reliance on the aforesaid judgments since the same would tantamount to prejudging the said issues which is impermissible in law and as such, even this contention urged on behalf of the respondents 1 to 5 cannot be accepted.

25. Insofar as the judgments relied upon by the respondents 1 to 5 for the proposition that admissions in pleadings are the best form of evidence and the same need not be proved for the purpose of contending that the petitioners had themselves admitted that they had committed breach / violation of the undertaking / order dated 27.02.2024 is concerned, as stated earlier, the evidentiary value of the said admission alleged to have been made by the petitioners who seriously dispute and deny the said contention would also be within the realm of adjudication of the C.A.No.72/2024 and the contempt petition and consequently, at this stage when the said petitions are still pending consideration, it would be premature to accept the contention of the respondents 1 to 5 that the petitioners had admitted disobedience / breach and act



upon the said admission which is seriously disputed / denied by the petitioners for the purpose of upholding the impugned order.

26. The learned Senior counsel for the respondents 1 to 5 also submitted that the petitioners had not come to Court with clean hands and were not entitled to invoking the jurisdiction of this Court and several judgments of the Apex Court and this Court referred to supra were relied upon by them. In this context, it is relevant to state that the respondents 1 to 5 have failed to place legal and acceptable material on record to substantiate this contention; as stated supra, all allegations made by them regarding the undertaking / order dated 27.02.2024, breach of the said order, alleged admission of breach and conduct of the petitioners are all questions / issues to be decided by the NCLT while dealing with the contempt petition and C.A.No.72/2024 which are being seriously contested / opposed by the petitioners and pending consideration before the NCLT. Under these circumstances, in the facts and circumstances of the instant case, even these judgments will not be of any assistance to the respondents 1 to 5 and their contentions in this regard cannot be accepted.



27. Learned Senior counsel for the respondents also placed reliance upon the judgment of the Apex Court in the case of ***High Court Bar Association, Allahabad vs. State of U.P. & others – 2024 SCC OnLine 207***, in order to contend that in a given case, even though an interim order passed by a court / tribunal may not expressly refer to the 3 factors viz., *prima-facie* case, irreparable loss and balance of convenience are always in the back of the minds of the court. In my considered opinion, a perusal of para-14 of the said judgment of the Apex Court which contains the aforesaid observation clearly indicates that the same was passed with reference to ad-interim / ex-parte interim orders which are completely different from the impugned order which has been passed after contest by both sides and as such, even this judgment is of no assistance to the respondents 1 to 5.

28. In view of the foregoing discussion, I am of the considered opinion that the impugned order passed by the NCLT deserves to be set aside and the matter remitted back to the NCLT for reconsideration of C.A.No.71/2024 afresh in accordance with law within a stipulated timeframe since the proceedings are posted before the NCLT on 04.07.2024.



29. In the result, I pass the following:-

ORDER

(i) Both W.P.No.15788/2024 and W.P.No.15801/2024 are hereby allowed.

(ii) The impugned order dated 12.06.2024 passed on C.A.No.71/2024 in C.P.No.18/BB/2024 by the NCLT, Bengaluru, is hereby set aside.

(iii) The matter is remitted back to the NCLT for reconsideration of C.A.No.71/2024 afresh and to pass a reasoned and speaking order in accordance with law bearing in mind the observations made in this order within a period of two weeks from 04.07.2024.

(iv) All rival contentions on all aspects of the matter are kept open and no opinion is expressed on the same.

Sd/-
JUDGE

Srl.