

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD**

CA NO. 131 OF 2017
IN
CP NO.71/2008
(TP NO.29/HDB/2016)
U/R 11 of NCLT Rules, 2016

In the matter of

1. Shri. Ravi Sanghi,
S/o. Late. Sri. Ram Sharan Sanghi,
Age: 65 years, Occ: Business,
R/o. H.No.6-204/31, Sanghi Nagar-501 511
Koheda, Hayath Nagar Mandal,
Ranga Reddy District,
State of Telangana.
2. Smt. Anita Sanghi, W/o. Sri. Ravi Sanghi,
Age: 63 years, Occ: Business,
R/o. H.No.6-204/31, Sanghi Nagar-501 511
Koheda, Hayath Nagar Mandal,
Ranga Reddy District,
State of Telangana.
3. Shri. Aditya Sanghi, S/o. Shri. Ravi Sanghi,
Age: 35 years, Occ: Business,
R/o. H.No.6-204/31, Sanghi Nagar-501 511
Koheda, Hayath Nagar Mandal,
Ranga Reddy District,
State of Telangana.
4. Shri. Alok Sanghi, S/o. Sri. Ravi Sanghi,
Age: 34 years, Occ: Business,
R/o. H.No.6-204/31, Sanghi Nagar-501 511
Koheda, Hayath Nagar Mandal,
Ranga Reddy District,
State of Telangana.

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL



...Applicants

AND

1. Late Shri. Anand Prakash Sanghi (Expired),
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.

2. Shri. SudhirSanghi,
Age: 67 years, Occ: Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.
3. Shri. Amit Sanghi,
S/o: Late. Shri. Ananad Prakash Sanghi,
Age: 41 years, Occ: Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.
4. Shri. Siddarth Sanghi,
S/o: Shri. SudhirSanghi,
Age: 36 years, Occ:Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.
5. Smt. Swathi Sanghi,
D/o: Late. Shri. Anand Prakash Sanghi,
Age: 43 years, Occ: Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.
6. Smt. Anjana Sanghi,
W/o: Late. Shri. Ananad Prakash Sanghi,
Age: 65 years, Occ: Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.
7. Smt. Usha Sanghi,
W/o. Shri SudhirSanghi,
Age: 57 years, Occ: Business,
H.No. 4-3-352, Sultan Bazar,
Hyderabad-500095.
State of Telangana.



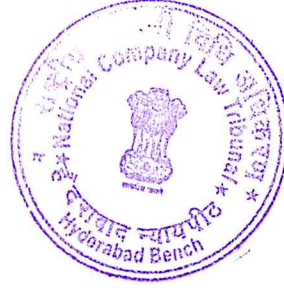
.... Respondents/ Petitioners (1 to 7)

8. M/s. AGA Publication Limited,
"Vaartha", 396,
Lower Tank Bund Road
Hyderabad - 500 080
State Bank of Telangana.
(Rep. by its Managing Director).

9. Shri. Girish Sanghi
S/o. Late. Ram Sharan Sanghi,
Age: 63 years, Occ: Business,
H. No. 1-144, P.O. Sanghi Nagar,
Koheda, Hayathnagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
10. Shri. Gaurav Sanghi,
S/o. Shri GireeshSanghi,
Age: Major, Occ:Business,
H. No. 1-144, P.O. Sanghi Nagar,
Koheda, Hayathnagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
11. Smt. AlkaSanghi,
W/o. Shri GireeshSanghi,
Age: 56 years, Occ: Business,
H. No. 1-144, P.O. Sanghi Nagar,
Koheda, Hayathnagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
12. Shri. Aarti Sanghi,
D/o. Shri Gireesh Kumar Sanghi,
Age: Major, Occ: Business,
H. No. 1-144, P.O. Sanghi Nagar,
Koheda, Hayathnagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
13. Superior Printers Private Limited,
H.No.4-3-352, Bank Street, Koti,
Hyderabad, State of Telangana,
Rep. by its Managing Director.
14. Sraddha Ads Private Limited,
H.No.4-3-352, Bank Street, Koti,
Hyderabad, State of Telangana,
Rep. by its Managing Director.
15. Sphoorthi Marketing Private Limited,
H.No.4-3-352, Bank Street, Koti,
Hyderabad, State of Telangana,
Rep. by its Managing Director.
16. Shri. Ashish Sanghi,
S/o. Shri GireeshSanghi,
Age: Major, Occ: Business,
H. No. 1-144, P.O. Sanghi Nagar,



- Koheda, Hayathnagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
17. Shri. Balemarchi Subhani,
H.No.6-64, Omarkhandaira,
Koheda, Hayath Nagar Mandal,
Ranga Reddy District,
State of Telangana-501 511.
18. Shri. Yadagiri Reddy,
H.No. 1-5-29, Maruthi Nagar,
Kothapet, Hyderabad- 500 060.
State of Telangana.
19. Shri. D. Subramanyam,
Flat No. 403, Rajyalakshmi Towers,
Sharada Nagar, Ramanthapur,
Hyderabad-500013.
State of Telangana.
20. Shri. Sunil K Pareek,
H.No.4-3-352, Bank Street,
Koti, Hyderabad-500095,
State of Telangana.



...Respondents/
Respondents (8 to 20)

Order delivered on: 29.9.2017

CORAM:

Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)

Parties Present

For the Petitioner: Shri A. Chakravorthy, Advocate
Shri P. Anil Mukherji and Ms Rekha,
Advocates

For the Respondent: Shri S. Chidambaram, Advocate

Per: Rajeswara Rao Vittanala, Member (Judicial)

ORDER

1. The Present Company Application bearing CA No.131/2017 in CP No. 71/2008 (TP No.29/2016) is filed by Shri Ravi Sanghi & 03 others (Applicant's herein) under Rule 11 of NCLT Rules 2016, by seeking following reliefs:-

- (a) To implead the Applicants herein as party Petitioner No.8 to 11 in C.P No.71/2008 in the interest of justice.
- (b) To restore the allotments of 20,00,000 shares and 84,99,937 shares that were originally allotted by the 1st Respondent Company on 01.03.1998 and 01.04.2006 respectively.
- (c) To set aside the illegal allotment of 45,00,000 shares alleged to have been allotted to the 9th Respondent and his family on 19.03.2007.

2. Brief facts, leading to filing of present Company Application are as follows:-

- a. The Applicants are the shareholders of the 8TH Respondent Company, which was promoted by Sanghi Family in the year 1994 with 63 equity shares of Rs. 10 /- each and these shares were equally divided among Sanghi family members including the first applicant herein who acquired nine equity shares to his credit out of 63 shares.
- b. On 1/3/1998 the Respondent no. 8th company made an allotment of 20 00 000 equity shares of Rs.10/- each among Sanghi family members out of which Applicant No.1 to 4 were allotted 125000 equity shares each i.e., total 500000 equity shares.



- c. On 1/4/2006 the respondent No.8 company made a further allotment of 84 99 937 equity shares of Rs.10/- each among Sanghi family members out of which the Applicant No.1 to 3 were allotted each 531250 equity shares, total 2124946, and the total paid-up share capital of 8th Respondent as on that date was 1.05 crores of equity shares of Rs.10/- each while the Applicants are holding 26 24 946 equity shares of Rs.10/- each. Hence, all the 4 Applicants together are holding approximately 25% of equity in the 8th Respondent Company.
- d. The Respondent no.9 has filed form no.2 on 06/04/2007 with ROC, AP, falsely claiming that 84 99 939 equity shares were allotted to him and his family members by the board of directors of the 8th Respondent company in their meeting held on 22/4/2006.
- e. The Respondent No.9 has once again filed another form No.2 on 14/08/2007 with ROC, falsely claiming that 45,00,000 additional equity shares were allotted to him and his family members by the board of directors of the 8th Respondent company in their meeting held on 19.03.2007.
- f. It is stated that the 8th Respondent Company had allotted shares to Sanghi family members on two occasions, firstly 20,00,000 equity shares on 01.03.1998 and secondly 84,99,937 equity shares on 01.04.2006. The Respondent No.9 himself has signed and filed both the Forms No.2 with RoC, AP.
- g. It is further stated that all the Applicants herein are holding 26,24,946 equity shares in addition with



Petitioners group have a very strong doubt and suspicion on the part of the management of the 8th Respondent Company led by the Respondent No.9 as CMD of the 8th Respondent Company in the matters of compliance of various legal provisions of company law as well as the maintenance and updating of secretarial records and documents of the 8th Respondent Company as required to be maintained under the Company Law.

- h. Therefore, they claim that they applicants are entitled to implead to them by adding them along with original petitioners in C.P.No.71/2008 who are Respondent No.1 to 7 herein for grant of the relief's sought for in C.P. No.71/2008.
 - i. The Applicants further submit that the reasons for the delay in making this impleading application are that after the above CP was filed before the erstwhile Hon'ble CLB, Chennai in 2008, the case was not proceeded with over a long period for the reason that the Hon'ble CLB advised the sanghi brothers to hold compromise talks and settle their disputes amicably. Further, the Hon'ble CLB on several occasions made efforts to settle the matters among sanghi brothers amicably and accordingly passed some interim orders (i.e. 14.10.2008 & 23.10.2008 etc) with a view to protect the interests of group companies and also to prevent the alienation of the shares and properties of the said group companies into the hands of third party
3. I have heard Shri A. Chakravorthy, Shri P. Anil Mukherji and Ms Rekha, Learned Counsels for the Petitioner and Shri S. Chidambaram, Learned Counsel for the Respondent and carefully perused all the pleadings made by parties.
 4. The main contention arise for consideration is whether the applicants are proper and necessary parties to implead them



as petitioners to the Company Petition and subsequently permit them to restore the allotment of 20,00,000 shares and 84,99,937 shares allotted by Respondent Company etc. It is not in dispute that the Applicants were originally allotted shares and subsequently cancelled. On cancellation of the shares, CP No. 71 of 2008 is filed by Anand Sanghi, which is still pending on the file of this Tribunal and the same is disposed of today by separate order.

- 5 It is the settled position of law that the proper and necessary parties should be impleaded to a litigation, in order to avoid multiplicity of litigation later on with a similar prayer. Moreover, the main issue is pending from the year 2008, and if the Applicants are not permitted to add as petitioners as prayed for in the present application, it will lead to file a separate Company Petition, which is not at all warranted, since the prayer of the Applicants in the present Company Application is already covered by the prayer in the main Company Petition 71/2008. The Learned Counsel for the Applicant relied upon the following judgements

- (i) Hon'ble Supreme Court Judgement in Baluram Vs P. Chellathangam v. Ors dated 10.12.2014.
- (ii) Hon'ble Supreme Court Judgement in Dale and Carrington Invt. P. Ltd vs. P.K. Prathapan & Ors dated 13.09.2004
- (iii) Allahabad High Court Judgement in Daljeet Puri & Another Vs. Abha Puri & Ors dated 02.02.2012

- 6 The Learned Counsel for the Respondent in the Company Application have opposed the CA and submit that the Applicants are not diligent enough to file this application at appropriate time and it is not permissible, at this stage, to



allow the Application as it would cause further delay of the issue which pending for a long time.

7. I have considered the pleadings made by both the parties along with supporting material papers. It is true that the court / Tribunal should not permit to file litigation separately for the same cause of action. The suit/ Company Petition is required to be filed by impleading all proper and necessary parties to the litigation instituted in a court of law.

8. I am convinced that the applicants are appropriate and necessary parties to the main CP No. 71 of 2008, and allowing this Application would not cause any prejudice to anybody. On the other hand, it would facilitate to decide the issue by associating all the proper and necessary parties. Therefore, the Company Application deserves to be allowed.

9. In the result, the Company Application bearing CA No. 131/2017 in CP No. 71/2008 (TP No.29/2016) is allowed by permitting them to implead as Petitioner Nos. 8 to 11 in CP No.71/2008, in the interest of justice. Since, the CP is disposed of today by separate order, all the applicants herein are deemed to be petitioners as such and thus arrayed as petitioners to the CP.

10. No order as to costs.



Sd/-
RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)

[Signature]
Dy. Regr./Asst. Regr./Court Officer/
National Company Law Tribunal, Hyderabad Bench

प्रमाणित प्रति
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केस संख्या
CASE NUMBER *CA No. 131/2017 in CP No. 71/2008*
निर्णय का तारीख *(TP No. 29/2016)*
OF JUDGEMENT *29.9.2017*
निर्यात किया गया तारीख
DATE READY ON *10.10.2017*

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OF THE ORIGINAL