

**IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI**  
**SINGLE PRINCIPAL BENCH**

**ITEM No.2**  
**TA (Co. Act)- 13(PB)/2024**

**IN THE MATTER OF:**

Jawed Akhter .... Petitioner/Applicant  
v.  
Jawed Habib Hair & Beauty Limited-Academy .... Respondent

**Order Under Rule 16(d) NCLT , 2016**

**Order delivered on 14.06.2024**

**CORAM:**

**JUSTICE RAMALINGAM SUDHAKAR**  
**HON'BLE PRESIDENT**

**HYBRID HEARING (PHYSICAL & VC)**

**PRESENT:**

For the Applicant : Ms. Soumya Kumar, Adv.  
For the Respondent : Ms. Aditi Bhat a/w Ms. Deeksha Jani, Advs. I/b Jani  
& Parikh for R 4 to R-19  
Mr. Umang Thakar, Adv. I/b Desai & Diwanji for  
Respondent no. 2  
Mr. Saurabh Mishra, Adv. For the R-2

**ORDER**

1. The prayer in the transfer application i.e. TA (Co. Act)-13(PB)/2024 is as follows:

*“A. Transfer the CP/309(MB)2023 which is pending before the NCLT Mumbai Court 5 to NCLT Mumbai Court 1; and*

*B. Pass any other/further order(s) which this Hon'ble Tribunal may deems fit and proper in the facts and circumstances of the matter.”*

2. This Adjudicating Authority vide order dated 10.05.2024 has passed the following order:

*“Ld. Counsel Ms. Soumya Kumar appeared on behalf of Applicant.*

*Ld. Counsel Ms. Aditi Bhat appeared through VC on behalf of Respondent.*

*The prayer in this transfer application is incomplete, Ld. Counsel for the Applicant is directed to amend the prayer with full particulars.*

*At request and with consent of the parties, list the matter for a physical hearing on 14.06.2024.”*

3. The Applicant has filed New IA(CA)- 222/2024 in compliance of order dated 10.05.2024. The prayer in this application is as follows:

*“A. Allow present Application and;*

*B. Permit amendment of TRANSFER APPLICATION NO. 13 OF 2024 to include prayer as set out in para 2 of the present application.*

*C. Pass any other/further order(s) which this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the matter.”*

4. The Applicant has prayed in New IA(CA)- 222/2024 (prayer ‘b’ as mentioned above) to include prayer as set out in para 2 of the present application, para 2 is extracted below:

*“2. That the Applicant seeks leave to make necessary amendments to include the following prayer of the TA ( Co. Act)-13(PB)/2024 in CP/309/(MB)/2023:*

*“Transfer the CP/309(MB)2023 filed by Jawed Akhter under Section 58-59 of the Companies Act 2013 seeking rectification of register of Jawed Habib Company which is pending before the NCL T Mumbai Court 5 to NCL T Mumbai Court 1 wherein similar matters are pending between the same parties as set out below:*

- CP/245/MB/2023 filed by Randar Business Private Limited and Ors. under section 241-242 of the Companies Act 2013 alleging oppression and mismanagement in the affairs of the Jawed Habib Company.*
- CP/14/MB/2024 filed by Jawed Akhter under section 241-242 of the Companies Act 2013 alleging oppression and mismanagement in the affairs of Jawed Habib Company.”*

5. Ld. Counsel Ms. Soumya Kumar appeared through VC on behalf of the Applicant.

6. Ld. Counsel Mr. Saurabh Mishra also appeared through VC on behalf of Respondent No. 2.

7. Ld. Counsel Ms. Aditi Bhat also appeared through VC on behalf of Respondents No. 4 to 19.

8. There are three litigations pending between the Petitioner/Applicant and Respondent (s) in NCLT, Mumbai. Details of which are as follows:

| <b>Petition No.</b>   | <b>Filed By</b>                                                 | <b>Under Section</b>                         | <b>Before Court</b>                     |
|-----------------------|-----------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| <b>CP/245/MB/2023</b> | <b>Randar<br/>Business<br/>Private<br/>Limited<br/>and Ors.</b> | <b>241-242,<br/>Companies<br/>Act, 2013.</b> | <b>Court 1 of<br/>NCLT<br/>Mumbai</b>   |
| <b>CP/309/MB/2023</b> | <b>Jawed<br/>Akhter</b>                                         | <b>58-59,<br/>Companies<br/>Act, 2013.</b>   | <b>Court 5 of<br/>NCLT,<br/>Mumbai</b>  |
| <b>CP/14/MB/2024</b>  | <b>Jawed<br/>Akhter</b>                                         | <b>241-242,<br/>Companies<br/>Act, 2013.</b> | <b>Court 1 of<br/>NCLT,<br/>Mumbai.</b> |

9. The present transfer application i.e. TA (Co. Act)-13(PB)/2024 seeks to transfer CP-309(MB)/2023 pending before Court-5, NCLT Mumbai to Court-1, NCLT Mumbai on the basis of the order passed by Court-1, NCLT Mumbai in CP-245(MB)2023 and CP-14(MB)2024. The relevant extract of the order dated 20.02.2024 passed by Court-1, NCLT Mumbai is extracted as follows:

*“Adv. Shyam Kapadia for the Respondent No.1 is present. Adv. Ankit Lohia a/w Adv. Aditi Bhat, Adv. Deekha Jani i/b Jani & Parikh for the Respondent No.3 & 17 are present. Article 169(c) and Article 170 of the Articles of restitution of the company provides the for composition of Board and the manner in which such directors from each group has to be appointed or removed.*

*Article 169(c) of the Articles of the Association of the Respondent Company provides for Composition of the Board to be as follows:*

- i. Two (2) independent directors*
- ii. One (1) person nominated by the Purchaser*
- iii. Two (2) persons nominated by the Promoter*
- iv. One (1) person nominated by the Selling Shareholders*

*Article 170 of the Articles of the Association of the Respondent Company provides that “The removal and re-appointment of any Director shall be subject to the prior written consent of the Shareholder who nominated such Director.*

*The Shareholders undertake not to veto or otherwise obstruct the appointment of the Directors.”*

*The provision of Article 170 is clear, none of the party can remove the nominee directors appointed by the other party. Accordingly, the removal of the Petitioner Mr. Randar is declared illegal and this Bench directs the Respondent Company to have it restore in the Board of Directors of the Company. Accordingly, the Counsel for the Respondent No.2 and 3 in CP 245/2023 informs this Bench that they have no objection if Mr. Randar is reinstated as a Director of the Board of the Company. Further in view of, express provision contained in Article 169(c) and 170, the EOGM called by the Petitioners in CP No.245/2023 shall not be held until the petitions along with other connected petitions are heard by this Bench.*

*The Respondent Company shall place the cash flow statement along with the schedules containing the single transaction of exceeding Rs.5,00,000/- (Five Lakhs) in the nature of loans / investment during the month. In the meanwhile, all the parties shall endeavor to club the Petition*

*No. CP 245/2023 along with CP's / Application's pending for consideration before other Bench of this Tribunal.*

*In view of restoration of the Petitioner in CP No.245/2023 on the Board of the Company, the necessity of restraint order passed by this Bench vide order dated 1st November 2023 does not survive. Accordingly, that order is not continued. List this matter on Board on **02.04.2024.**"*

10. Since the two cases are pending before Court-1, NCLT Mumbai and the present case is pending before Court-5, NCLT Mumbai. It is observed that no reply has been filed on behalf of the Respondent(s) neither any objection has been raised.

**11. In the interest of justice and for the convenience of the parties, the TA (Co. Act)- 13(PB)/2023 stands allowed as prayed for.**

**12. Accordingly, New IA(CA)- 222/2024 stands allowed and disposed of.**

-sd-

**(RAMALINGAM SUDHAKAR)  
PRESIDENT**

Vinod Arora – 14.06.2024