

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
COURT - 2

ITEM No.328- IA 176 of 2017
ITEM No.329- IA 177 of 2017
ITEM No.330- IA 178 of 2017
ITEM No.331- IA 179 of 2017
ITEM No.332- IA 180 of 2017
ITEM No.333- IA 181 of 2017
ITEM No.334- IA 182 of 2017
in
CP 43 of 2017

Order under Order 1 Rule 10 of CPC

IN THE MATTER OF:

Volute Construction Pvt Ltd
V/s
Vadilal Enterprise Ltd & Ors

.....Applicant

.....Respondents

Order delivered on: 15/05/2024

Coram:

Mrs. Chitra Hankare, Hon'ble Member(J)
Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)

ORDER

The case is fixed for pronouncement of the order. The common order is pronounced in the open court, vide separate sheet.

Sd/-

DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

Sd/-

CHITRA HANKARE
MEMBER (JUDICIAL)

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT-2**

IA No.176/NCLT/AHM/2017
IA No.177/NCLT/AHM/2017
IA No.178/NCLT/AHM/2017
IA No.179/NCLT/AHM/2017
IA No.180/NCLT/AHM/2017
IA No.181/NCLT/AHM/2017
IA No.182/NCLT/AHM/2017
in
CP No.43/NCLT/AHM/2017

(Applications under Order 1 Rule 10 of The Civil Procedure Code)

IA No.176/NCLT/AHM/2017
Volute Construction Pvt. Ltd.

.... Applicant
(Original Respondent No.19)

In the matter between
Mr. Virendra R. Gandhi & Ors.
Versus

.... Petitioners

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.177/NCLT/AHM/2017
Majestic Farm House Ltd.

.... Applicant
(Original Respondent No.17)

In the matter between
Mr. Virendra R. Gandhi & Ors.
Versus

.... Petitioners

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.178/NCLT/AHM/2017

Padm Complex Pvt. Ltd.

.... Applicant
(Original Respondent No.18)

In the matter between

Mr. Virendra R. Gandhi & Ors.

.... Petitioners

Versus

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.179/NCLT/AHM/2017

Veronica Constructions Pvt. Ltd.

.... Applicant
(Original Respondent No.15)

In the matter between

Mr. Virendra R. Gandhi & Ors.

.... Petitioners

Versus

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.180/NCLT/AHM/2017

Vadilal Marketing Pvt. Ltd.

.... Applicant
(Original Respondent No.16)

In the matter between

Mr. Virendra R. Gandhi & Ors.

.... Petitioners

Versus

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.181/NCLT/AHM/2017

Vadilal Finance Company Ltd.

.... Applicant
(Original Respondent No.14)

In the matter between

Mr. Virendra R. Gandhi & Ors.

.... Petitioners

Versus

Vadilal Enterprise Ltd. & Ors.

.... Respondents

IA No.182/NCLT/AHM/2017

Vadilal Chemicals Ltd.

.... Applicant

(Original Respondent No.12)

In the matter between

Mr. Virendra R. Gandhi & Ors.

.... Petitioners

Versus

Vadilal Enterprise Ltd. & Ors.

.... Respondents

Order pronounced on 15.05.2024

Coram:

Mrs. Chitra Hankare, Member (Judicial)

Dr. Velamur G Venkata Chalapathy, Member (Technical)

Appearance:

For the Applicants : Nanavati Associates, Advocate
Mr. Parth J Contractor, Advocate

JUDGMENT

1. These applications are filed under order 1 Rule 10 of the Civil Procedure Code. The main Company Petition bearing CP No.43 of 2017 was filed under Sections 241 and 242 read with Section 244 of the Companies Act, 2013 seeking relief against alleged oppression and mismanagement in the conduct of affairs of Original Respondent No.1 and several other group companies. The applicants are some of the companies in the group company of Vadial Group and engaged in various different businesses such as trading of ice-cream and milk and milk products, manufacturing and trading of industrial gases, developing plots and constructing houses and commercial buildings.

2. According to the applicants, these companies are neither necessary nor proper parties to the main petition, as they are not responsible or involved any conduct/affairs of any other group companies including Respondent No.1. There are no allegations against the applicant companies and no reliefs are sought against them. The applicant companies are neither shareholders of Respondent No.1 nor involved in its management. There are no allegations of oppression and mismanagement against these companies. Merely because the applicant companies are Vadilal Group companies that does not give any cause to implead them in the main petition against Respondent No.1. These are separate legal entities. There is no cause of action against these companies. It is the case of misjoinder of parties no prejudice would be caused to the petitioners if the applicants are deleted from the petition. Hence, prayed for removal of name of applicant companies from the main petition.
3. The respondents, i.e. the original petitioners in main petition, have not filed any reply to these applications, though this fact was brought to their notice.
4. There are no allegations of Oppression and Mismanagement against these applicants and they are not connected into the alleged oppression and mismanagement of other group companies. Therefore, applicant companies are neither a necessary nor proper party to the main company petition. The respondents i.e. original petitioners in the main petition, also

not contested the application. Hence, the application is liable to be allowed.

5. Hence, we pass the following order:-

COMMON ORDER

- i) All applications, i.e. IA No.176/NCLT/AHM/2017, IA No. 177/NCLT/AHM/2017, IA No. 178/NCLT/AHM/2017, IA No.179/NCLT/AHM/2017, IA No. 180/ NCLT/ AHM /2017, IA No.181 / NCLT / AHM / 2017 and IA/182/NCLT/AHM/2017, are allowed.
- ii) Respondent Nos. 19, 17, 18, 15, 16, 14 and 12 in Company Petition i.e. CP No.43/NCLT/AHM/2017, are hereby deleted.
- iii) Necessary amendment to be carried out in the main petition immediately.

6. Accordingly, aforesaid IAs are disposed of.

Sd/-

DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

Sd/-

CHITRA HANKARE
MEMBER (JUDICIAL)

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