IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD

ITEM No.301
CP/29(AHM)2026

Under Section Sec 244 of CA 2013

IN THE MATTER OF:

Dhartiben Mukeshbhai Bhoraniya ....**Applicant**
V/s
Security Ops India Private Limited & Ors. ....**Respondent**

ITEM No.302
CP/31(AHM)2026

Under Section Sec 241-242 of CA 2013

IN THE MATTER OF:

Dhartiben Mukeshbhai Bhoraniya ....**Applicant**
V/s
Security Ops India Private Limited & Ors. ....**Respondent**

Order delivered on: 09/07/2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

COMMON ORDER
(Hybrid Mode)

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

-Sd- -Sd-

SANJEEV SHARMA
MEMBER (TECHNICAL)

SHAMMI KHAN
MEMBER (JUDICIAL)

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I, AHMEDABAD

CP No. 29 (AHM) of 2026
and
CP No. 31 (AHM) of 2026

(A Company Petition filed under the Proviso to Section 244(1) of the Companies Act, 2013)

MEMO OF PARTIES

Dhartiben Mukeshbhai Bhoraniya,
(DIN: 09368084)
Having address at:
9, Sundarya Manor,
Near PDPU Road, Raysan,
Gandhinagar, Gujarat – 382007.

.... Petitioner

Versus

1. **Security Ops India Private Limited**
   CIN: U72900GJ2021FTC126540
   Having its registered office at:
   Desk No. 653-J, 6th Floor,
   A-Wing, B.D. Patel House,
   Naranpura, Gujarat University,
   Ahmedabad, Gujarat – 380009.

2. **The Security Ops Holding Limited**
   A company incorporated under the
   Laws of England and Wales and
   Having its registered office at:
   Stonecross, Trumpington High Street, Cambridge,
   United Kingdom, CB2 9SU.

3. **Sumit Siddharth**
   S/o Arun Kumar,
   Director and Authorised Representative of
   Respondent No. 2 and Director of Respondent No. 1,
   Having address at:
   9, Hammonds Road, Sawston,
   Cambridge CB22 3BH,
   United Kingdom.

4. **Asha Tanwar**
   Additional Director of Respondent No. 1
   (DIN: 11593648)
   Having address at:
   30/92, Vishwas Nagar,
   Gali No. 7B, Shahdara,
   East Delhi – 110032.

5. **Savankumar Jayantilal Gadhiya**
   Director of Respondent No. 1,
   (DIN: 09368083)
   Having address at:
   9, Saundarya Manor, Near PDPU Road,
   Raysan, Gandhinagar,
   Gujarat – 382007.

6. **Registrar of Companies,**
   Gujarat, Dadra and Nagar Haveli,
   ROC Bhavan, Opp. Rupal Park Society,
   Behind Ankur Bus Stop,
   Naranpura, Ahmedabad – 380013.

.... Respondents

Order Pronounced On: 09.07.2026

<u>C O R A M:</u>

SH. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
SH. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

APPEARANCES:

For the Applicant	: Mr. Munjaal M. Bhatt, Ld. Advocate a.w. Mr. Parth Shah, Advocate
For the Respondent	: Mr. Sanket Gupta, Ld. Advocate
For the Dy. RoC	: Ms. Ishani Pandya, Dy. RoC

ORDER
(Per Bench)

CP No. 29 (AHM) of 2026

1. The present petition CP *No. 29 (AHM) of 2026* has been filed on 02.06.2026 vide inward diary No. E-1576 in CP No. 31 (AHM) of 2026 affirmed by the Petitioner, Mrs. Dhartiben Mukeshbhai Boraniya, stated to be authorized person, shareholder and director of the Respondent No.1 company, M/s. Security OPS India Private Limited, under Sections 244(1) of the Companies Act, 2013 seeking following prayers:

    a. *Declare and hold, that the Applicant satisfies the Numerical Member Test under the first limb of Section 244(1)(a), and accordingly has the right to apply under Section 241 of the Companies Act, 2013 without any waiver being required;*

    b. *In the alternative and without prejudice to prayer (a) above, exercise the power conferred by the proviso to Section 244(1) of the Companies Act, 2013 and grant a waiver of all or any of the eligibility requirements specified in Section 244(1)(a), including specifically the requirement of holding not less than one-tenth of the issued share capital, so as to enable the Applicant to maintain and prosecute the Company Petition bearing C.P. No. (29) ____ of 2026 under Sections 241 and 242 of the Companies Act, 2013;*

c. *Pass an order in terms of prayer (a) or prayer (b) above on an expedited basis at the first hearing of this Application, simultaneously with or immediately before the admission of the companion Petition, so that the interim reliefs sought in the companion Petition under Section 242(4) of the Companies Act, 2013 may be considered by this Hon'ble Tribunal without delay and without any objection as to eligibility being permitted to delay the grant of ad-interim protection;*

d. *Direct and record that the eligibility established by the declaration under prayer (a), or the waiver granted under prayer (b), shall ensure for the entire duration of the Company Petition and all proceedings arising therefrom, including interlocutory applications, the final hearing, the passing of the final order, and any appeals, without the need for renewal, reaffirmation or re-agitation at any subsequent stage;*

e. *Award the costs of the present Application to the Applicant; and*

f. *Pass such further and other orders as this Hon'ble Tribunal may deem just, fit and proper in the facts and circumstances of the case and in the interest of justice.*

2. The Applicant, Mrs. Dhartiben Mukeshbhai Bhoraniya, has invoked the jurisdiction of this Tribunal by filing the present Application under the proviso to Section 244(1) of the Companies Act, 2013, seeking either,

(i) a declaration that she satisfies the eligibility requirements under Section 244(1)(a) on a correct construction of the numerical member threshold, or;

(ii) in the alternative, a waiver of such eligibility requirement, so as to enable her to maintain and prosecute a Company Petition under Sections 241 and 242 of the Act alleging acts of oppression and mismanagement in the affairs of Respondent No. 1 – Security Ops India Private Limited.

3. The brief facts as produced in the instant petition are narrated as under:

3.1 It is stated that Respondent No.1 ("R-1") is a private limited company incorporated under the Companies Act, 2013, bearing CIN: U72900GJ2021FTC126540, with a paid-up share capital of ₹1,00,000 divided into 10,000 equity shares of ₹10 each. Since incorporation on 18.10.2021, the Company has had precisely two members: Respondent No. 2 – The SecOps Holding Limited, holding 9,999 shares (99.99%), and the Applicant, holding 1 equity share (0.01%) as nominee shareholder of Respondent No. 2. No other person has ever been a member of the Company. The list of shareholders as on 31.03.2026 as under: -

S. No.	Shareholder's Name	No. of Shares	Nominal Amount per share (in Rs.)	% of Shares held	Total Amount (in Rs.)
1	The Secops Holding Ltd	9,999	10	99.99%	99,990
2	Dhartiben Mukeshbhai Bhoraniya (Nominee Shareholder of The Secops Holding Ltd)	1	10	0.01%	10
Total		**10,000**	**10**	**100%**	**1,00,000**

3.2 It is submitted that the Applicant's 01 (one) equity share is held in registered form, her name stands entered in the register of members of Respondent No. 1, and this is confirmed by the declaration under Section 89(1) filed in Form MGT-6, which records her as the registered holder.

3.3 It is further stated that All calls and sums due on the Applicant's share have been paid in full, thereby satisfying the condition precedent under Section 244(1)(a).

3.4 It is further stated that the applicant is also a Director of Respondent No. 1 since incorporation. Her directorship is relevant not as a ground of eligibility but as evidence of her continuous first-hand knowledge of the Company's affairs, bearing upon the bona fides of the Petition and the case for waiver.

3.5 It is stated and submitted that Section 244(1)(a) of the Companies Act, 2013 provides that in the case of a company having a share capital, not less than one hundred members or not less than one-tenth of the total number of members, whichever is less, or any member or members holding not less than one-tenth of the issued share capital, may apply under Section 241, subject to payment of all calls and sums due. The proviso empowers the Tribunal to waive all or any of the requirements to enable members to apply under Section 241.

3.6 It is submitted that Section 244(1)(a) creates two independent eligibility tests: (i) the Numerical Member Test, and (ii) the Shareholding Test. Satisfaction of either test confers the right to apply.

3.7 It is submitted that the Respondent No.1 has 02 members. One-tenth of 2 is 0.2. The lower of one hundred and 0.2 is 0.2. The Applicant, being 1 member, exceeds 0.2 and therefore satisfies the Numerical Member Test. It is further stated that the present application is filed in the alternative and as a precaution, and does not constitute a concession for waiver.

3.8 It is submitted that the phrase "whichever is less" in Section 244(1)(a) is a deliberate legislative device to proportionately reduce the eligibility threshold in smaller companies. In large companies, the higher threshold filters frivolous petitions; in small companies, the lower threshold ensures genuine grievances are not excluded. This construction aligns with the remedial purpose of Section 241, which must be read liberally to protect members from oppressive conduct. The Supreme Court in Tata Consultancy Services Limited v. Cyrus Investments Private Limited (2021) 9 SCC 1, at paragraphs 16.1–16.5, confirmed that eligibility conditions must not be interpreted to defeat the remedy. Thus, in a company of only two members, the threshold reduces to 0.2, and the Applicant, being one member, satisfies the Numerical Member Test. It is stated that the Supreme Court in the matter of Tata Consultancy Services Limited V/s. Cyrus Investments Pvt. Ltd. (2021) 9 SCC 1 has stated that the eligibility conditions u/s. 244 must be read in the light of the legislative purpose of Section 241, which is to afford the protection to members against oppressive and prejudicial conduct. The Court further emphasized that the eligibility gateway must not be construed in a manner that defeats that purpose. The "Whichever is less" formulation is a structural device to make remedy accessible in smaller companies where the number of members is inherently limited.

3.9 The Applicant's shareholding of 0.01% does not meet the ten per cent threshold under the Shareholding Test. However, since she satisfies the Numerical Member Test, she asserts her right to apply under Section 241 without requiring waiver. In the alternative, if this Hon'ble Tribunal takes a different view of the Numerical Member Test, she prays for waiver of the Shareholding Test requirement under the proviso to Section 244(1).

3.10 The Applicant further relied on the decision of Hon'ble Apex Court in the matter of ***Tata Consultancy Services Limited v. Cyrus Investments Private Limited (2021) 9 SCC 1***. In this case, their Lordships observed that Section 241 is a remedial provision, and the eligibility conditions in Section 244 are intended only to filter frivolous petitions, not to deny access to a member with a genuine grievance. Hon'ble Court further noted that the proviso to Section 244(1) itself evidences Parliament's intent to relieve members from strict numerical thresholds where unjust results may arise. It further confirmed that the *"whichever is less"* formulation is designed to make the eligibility threshold proportionate to the size of the company's membership, thereby ensuring that smaller companies are subject to a lower threshold.

3.11 The Applicant, without prejudice to her primary position, submitted the following grounds for waiver under the proviso-to-Section 244(1) as under:

(a) Ground A: In a two-member company, the minority member is the intended beneficiary of Section 241. Denying her access would give the majority complete immunity, defeating legislative purpose.

(b) Ground B: The proviso confers broad discretion to waive "all or any" requirements, intended to enable access. The Companies Act, 2013 deliberately shifted from the 1956 Act to make the remedy more accessible; treating the ten per cent threshold as absolute would contradict that reform.

(c) Ground C: The Petition discloses a strong prima facie case, supported by Respondents' own correspondence regarding removal from the Board and transfer of her share. As confirmed in Tata Consultancy Services v. Cyrus Investments, waiver must be exercised where genuine grievances exist.

(d) Ground D: All relevant considerations—legislative purpose, bona fides, prima facie case, her unique position as sole minority member, and absence of prejudice to Respondents—support waiver. Granting waiver does not decide merits but ensures they are examined.

4. Upon receipt of the notice, Ms. Asha Tanwar, the Additional Director of the Respondent No.1 company has filed their reply for R-1 and R-4, electronically on 01.07.2026 vide MIS Ref. No. 2401105015762026/2 as under:

4.1 It is contended that the Applicant is only a nominee shareholder of Respondent No. 1 and a director since inception. She has never been involved in day-to-day management, affairs, or operations of the company, nor has she been an employee. The one equity share held by her was subscribed entirely by Respondent No. 2, and she merely executed incorporation documents as nominee shareholder and director. A

Foreign Inward Remittance Certificate evidencing payment by Respondent No. 2 is placed on record as Annexure R-1.

4.2 In compliance with Section 89 of the Companies Act, Respondent No.1 filed Form MGT-6 with the Registrar of Companies, enclosing declarations in Forms MGT-4 and MGT-5. The Applicant declared in Form MGT-4 that the beneficial interest in her share is held by Respondent No. 2. Correspondingly, Respondent No. 2 declared in Form MGT-5 that it is the beneficial owner. These statutory declarations establish that the Applicant is merely a nominee shareholder, while the beneficial interest has always vested in Respondent No. 2. Annexure R-2 contains the filed forms.

4.3 Respondents further contended that Section 241 of the Companies Act allows only a "member" with substantive rights to apply for relief. The provision is meant to protect those with real stake, not a person holding shares in name only. The Respondent has placed reliance on the decision of i Hon'ble Bombay High Court in the matter of ***Shakti Yezdani v. Jayanand Salgaonkar (Bombay High Court, 2016)***, which held that nomination does not override succession law and does not make the nominee the beneficial owner.

4.4 It is therefore contended that in the instant case, the Applicant is only a nominee shareholder of the majority shareholder, with no beneficial interest, and has filed the application to harass the Respondents.

4.5 The Respondents further argued that waiver under Section 244 can be granted only in exceptional circumstances, such as substantial financial interest, severe oppression, or fraudulent dilution of shareholding. None of these conditions are satisfied here.

4.6 It is stated that a petition under Section 241 can only be filed by an actual member/shareholder. A nominee acting solely on behalf of another lacks ***locus-standi***. The Applicant has failed to substantiate locus standi, hence waiver should not be granted.

4.7 Respondents submitted that nominee shareholders act on behalf of beneficial owners, their rights are derivative, not absolute, and they cannot assert independent rights to maintain a petition for oppression and mismanagement. It is further stated that the Applicant has failed to demonstrate exceptional circumstances, genuine grievance, or prima facie case of oppression warranting discretionary jurisdiction.

4.8 It is contended that the applicant relied upon the decision of Tata Sons, which is not applicable in the present case, as the Hon'ble Supreme Court has clarified that the waiver cannot be granted mechanically and must be based on real grievances and not on proxy claims.

4.9 The Respondents further rely on the decision of NCLT in the matter of ***Cyrus Investments v. Tata Sons, Nikhil Soman v. Eka Visual Concepts Pvt. Ltd. (NCLT, 2025)***, and ***Premprakash Saboo v. RML Agtech Pvt. Ltd. (NCLT, 2023)***, in which, their Lordships reiterated that mere low shareholding or technical eligibility gap is insufficient. In the instant case, the Applicant being merely a nominee shareholder lacks real beneficial interest and fails to demonstrate exceptional circumstances.

4.10 The Respondent, in its reply Para-19 has submitted that the present waiver application filed by the applicant is not maintainable on following multiple grounds as under:

(a) Discretionary Nature of Waiver: Waiver under Section 244 is not automatic but purely discretionary. It is intended to be exercised sparingly and only in exceptional circumstances where strict application of the eligibility thresholds would result in manifest injustice. The Applicant has failed to establish any such exceptional circumstances.

(b) Nominee Shareholder Status: The Applicant is merely a nominee shareholder holding one equity share on behalf of Respondent No. 2, the beneficial owner. Her rights are derivative and not absolute. As such, she lacks independent jurisdiction or locus standi to maintain a petition under Section 241.

(c) Absence of Prima Facie Case: The Applicant has not substantiated any genuine or documented grievance amounting to oppression or mismanagement. No material has been placed on record to demonstrate that her proprietary rights as a shareholder have been violated.

(d) Insignificant Shareholding: The Applicant's holding of 0.01% of the issued share capital reflects an absence of substantial financial interest in the company. The statutory scheme consciously restricts the right to apply under Section 241 to members with meaningful stake, and the Applicant does not meet this threshold.

(e) Failure to Satisfy Judicial Tests: The Applicant has failed to satisfy the test laid down in Cyrus Investments v. Tata Sons and subsequent decisions, which require demonstration of a strong prima facie case of oppression and exceptional circumstances warranting waiver. Reliance on the Tata Sons judgment is misplaced, as the Applicant's position as a nominee shareholder does not fall within the category of members contemplated by the Court.

4.11 The Respondents further contended that the proviso to Section 244 of the Companies Act, 2013 is not intended to dilute the statutory safeguards or to provide indiscriminate access to any person holding shares in name only. Its purpose is limited and specific: to enable genuine members with substantive interest, who face real and documented oppression, to approach the Tribunal in exceptional circumstances where strict compliance with numerical thresholds would otherwise bar relief. It is stated that the Applicant, being merely a nominee shareholder with no beneficial interest, does not fall within the category of members as contemplated by the legislature.

5. As noted above (order of 02.07.2026), a reply has been filed by the Respondent Nos. 1 to 4 on 01.07.2026. The Ld. Counsel for the Petitioner stated that there is no need to file any rejoinder and oral submissions were made.

6. We have heard the counsel from both the sides and perused the materials available on record.

7. The Petitioner has filed a separate petition bearing number CP/31/ (AHM)/2026 under sections 241-242 of the Companies Act, 2013 on 01.06.2026 alleging acts of oppression and mismanagement in the conduct of the affairs of Security OPS India Private Limited.

8. The present Petition is filed on 02.06.2026 under section 244(1) of the Companies Act, 2013 to prove her eligibility to maintain and prosecute a Company Petition separately filed under section 241 and 242 of the Companies Act, 2013.

9. The Petitioner has claimed that she satisfies the eligibility requirements of Section 244(1) (a) of the Act on a correct and purposive construction of numerical number threshold and in the alternative seeks a waiver of the eligibility requirement. The instances of oppression are also described in this petition to prove her strong prima facie case for waiver of requirements of section 244 (1) of the Act.

10. It is the claim of the petitioner that she is one of the two members of the Respondent No.1, an Indian Company (Security Ops India Private Limited) and the other member is The Secops Holding Limited. As on 31.03.2026, she holds one share out of 10,000 shares and the other member holds 9,999 shares. The list of shareholders provided shows that she holds one share as a nominee shareholder of the Secops Holding Limited, the other shareholder. The Secops Holding Limited is a company incorporated under the laws of England and Wales.

11. It is the claims of the Applicant that her name stands in the Register of Members of Respondent No.1 and all calls and other sums due on the Applicant's one equity share have been paid in full. She submits that her shareholding is only 0.01% of the issued share capital of the company and does not satisfy the requirement of 10% shareholding for being eligible to file petition as required under section 244(1) of the Act. However, it is claimed that she satisfied numerical member test as she is one of the two members in the company which is more than one tenth of the total members of the company.

12. The Applicant has also sought a waiver of the shareholding test requirement under the proviso to Section 244(1). The proviso provides that "the Tribunal may, on an application made to in this behalf, waive all or any of the requirements specified in clause (a) or clause (b) so as to enable the members to apply under section 241. The Applicant has set out four grounds for seeking the waiver and we have carefully gone through the same.

13. The Respondent Nos. 1 and 4 have submitted that the Applicant is a nominee shareholder and a director in the Respondent No.1. She has never been involved in the day-to-day management, affairs, or operations of the Respondent No.1 and has never been an employee of Respondent No.1. The Applicant holds one equity share in Respondent No.1 solely as a nominee for and on behalf of the beneficial owner, Respondent No.2. The entire consideration for the subscription of the said share was paid by Respondent No.2. The Applicant merely executed and signed the necessary incorporation and statutory documents in her capacity as a nominee shareholder and director to facilitate the incorporation and regulatory compliance of Respondent No.1. The Respondent No.1 has filed declarations in Forms MGT-4 and MGT-5 declaring the Applicant holding one share as a nominee and the beneficial interest is held by Respondent No.2.

14. It has been further claimed that the said share was registered in the Applicant's name solely to comply with the statutory requirement of maintaining the minimum number of shareholders prescribed for private limited company under the Companies Act, 2013.

15. The above facts provided by the Respondents are not been disputed by the Applicant.

16. We note that Section 244 of the Companies Act, 2013 prescribes the qualifications that needs to be fulfilled to acquire a right to apply under section 241 of the Act. These qualifications are prescribed to ensure that only persons with sufficient interest in the affairs of the company can file the petition under section 241 of the Act. A minimum threshold is prescribed for a member or shareholder in the company. The section also grants power to the Tribunal to allow members without the requisite numbers or percentage of holding to agitate issues of oppression and mismanagement based on the real grievance.

17. We have considered the facts of the case and the authorities cited by both the parties.

18. We refer to the judgment of the Hon'ble Supreme Court in the case of ***Tata Consultancy Services Limited v. Cyrus Investment Private Limited (2021) 9 SCC 1*** cited by the Applicant. The Applicant refers to paragraphs 16.1 through 16.5 wherein the Hon'ble Court observed that the eligibility conditions must be read in light of legislative purpose of section 241, which is to afford protection to members of the company against oppressive and prejudicial conduct.

19. The claims of the Respondent that the Applicant is only a nominee shareholder holding just one share out of 10,000 and even the consideration for acquiring the share was paid by the holding company based in the UK (Respondent No.2) and the Applicant was a nominee shareholder and director to meet the requirement of incorporation of the Respondent No.1 in India. The Applicant has never been involved in the day-to-day management, affairs or operations of the Respondent No.1 and has never been employee of the Respondent

No.1. The beneficial rights arising out of the share does not belong to the Applicant. The Applicant holds the share for and on behalf of Respondent No.2 and the beneficial interest vests with Respondent No.2. Based on these facts we hold that the Applicant is not a member in strict sense as per section 2(55) of the Companies Act, 2013 and specifically for the purpose of section 241 as considering the status of the Applicant as a nominee shareholder having no substantive rights in the form of any legitimate financial interests or in the functioning of the company and it is unlikely that the conduct of the affairs of the company can be prejudicial or oppressive to the Applicant or prejudicial to the interest of the company.

20. The Applicant has also relied upon the decision of the Hon'ble Supreme Court in *Tata Consultancy Services Limited v. Cyrus Investments Private Limited* to contend that the eligibility provisions under Section 244 should be interpreted liberally. This Tribunal has carefully examined the principles laid down therein. The said judgment recognises the discretionary nature of the power of waiver and does not lay down that waiver is to be granted in every case where the Applicant raises allegations of oppression and mismanagement. On the contrary, the discretion has to be exercised after considering whether the Applicant has established circumstances warranting departure from the statutory eligibility requirements.

21. The Respondents have relied upon the decisions in *Shakti Yezdani v. Jayanand Salgaonkar*, *Nikhil Soman v. Eka Visual Concepts Pvt. Ltd.* and *Premprakash Saboo v. RML Agtech Pvt. Ltd.* in support of their contention that a nominee shareholder cannot assert rights beyond those recognised by law and that waiver under Section 244 is not automatic. Though each decision has been rendered in its own factual background, the principle emerging therefrom is that the Tribunal must exercise restraint while dispensing with statutory requirements and that waiver cannot be granted merely because an Applicant does not satisfy the prescribed threshold. This Tribunal finds the said principles applicable to the facts of the present case.

22. We are inclined to agree with the Respondent that the Applicant does not derive any absolute and independent rights due to holding of a single share in the capacity of the nominee shareholder. Accordingly, the Applicant is not a member of Respondent No.1 in strict legal sense to satisfy the definition of a member under section 2(55) of the Act.

23. To justify that the grievance of the Petitioner is genuine for seeking the waiver of conditions of minimum threshold requirements of section 244 (1) of the Act, the Applicant has referred to the correspondence of 17 March 2026 that process of removing the Applicant from the Board has started. Further, the email of 20 April 2026 of Citus Advisors referring to identifying the mechanism for dematerialising the Applicant's one equity share and transferring to a new nominee. We are not convinced that these actions of the Respondents for removal from directorship and substitution of her registered share in the capacity of the nominee shareholder have any elements of oppressive character as far as the Applicant is concerned. She is a nominee shareholder and appointed as a director by the Respondents. There is no financial contribution to create a vested rights in favour of the Applicant. The Applicant has not provided any information that who made her a nominee shareholder and who appointed her a director and who has power to remove from the directorship and how long can she remain as a nominee shareholder. The removal from the directorship cannot be held to be an oppressive or prejudicial conduct. The Applicant has not demonstrated any genuine and documented grievance or any act of oppressive behaviour by the Respondent No.1 or 2 or any exceptional circumstances that is abnormal warranting the relaxation of requirements of section 244 (1) of the Act.

24. The Applicant has also failed to place sufficient material before this Tribunal to demonstrate circumstances warranting exercise of the exceptional jurisdiction under the proviso to Section 244(1). The allegations sought to be raised in the proposed petition remain disputed. Apart from the pleadings, no contemporaneous material has been produced at this stage establishing that refusal of waiver would result in denial of any statutory right vested independently in the Applicant. The existence of disputed allegations by itself cannot constitute a ground for waiver unless the statutory requirements governing such discretion are otherwise satisfied.

25. This Tribunal is also of the considered view that the proviso to Section 244(1) cannot be construed in a manner that renders the eligibility conditions prescribed by the Legislature redundant. Acceptance of the Applicant's contention solely on the basis that the Company consists of two members, without examining the nature of her legal interest and the surrounding circumstances, would amount to treating the proviso as an alternative statutory route in every case involving a small private company. Such an interpretation would not be consistent with the scheme of Sections 241 and 244 of the Companies Act, 2013.

26. The objections raised by the Respondents are not merely technical in nature but relate to the Applicant's legal capacity to invoke the jurisdiction of this Tribunal. The statutory declarations under Section 89, the admitted extent of shareholding, the absence of any independent beneficial interest and the material placed on record collectively persuade this Tribunal that the Applicant has failed to establish grounds warranting waiver of the eligibility requirements prescribed under Section 244(1). The discretion vested under the proviso is therefore not liable to be exercised in favour of the Applicant.

27. Hence, we hold that the Applicant neither satisfies the requirements of section 244(1)(a) nor waiver requirements of Section 244 (1) of the Companies Act and does not have a locus standi to invoke sections 241 and 242 of the Companies Act, 2013.

28. In view of the foregoing discussion and for the reasons recorded hereinabove, this Tribunal holds that the Applicant has failed to establish any ground warranting exercise of the discretionary jurisdiction under the proviso to Section 244(1) of the Companies Act, 2013. Consequently, the Application seeking declaration regarding eligibility or, in the alternative, waiver of the eligibility requirements prescribed under Section 244(1)(a) is rejected.

29. Accordingly, **CP No.29 of 2026** filed by the Applicant stands **dismissed** in the above terms.

CP No. 31 (AHM) of 2026

30. Since, the application **CP No. 29 (AHM) of 2026** filed U/s 244(1) of the Companies Act, 2013, is dismissed. As a consequence, Company Petition being **CP No. 31 (AHM) of 2026** filed U/s 241-242 of the Companies Act, 2013 is not maintainable for want of compliance with the statutory eligibility requirements and stands **rejected** accordingly. No order as to costs.

-Sd-

SANJEEV SHARMA
MEMBER (TECHNICAL)

-Sd-

SHAMMI KHAN
MEMBER (JUDICIAL)

AT/HG