

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOCHI BENCH

IA (C/Act)/1/KOB/2026

In

CP(C/Act)/31/KOB/2024

*(Under Rule 11 read with Rule
17(1)(b) and Rule 32 of the NCLT
Rules 2016)*

Date of Institution: 05.12.2025

Order delivered on: 14.07.2026

In the matter of:

M/S Media Solutions (I) Private Limited

Memo of parties:

1. Biju Scaria

Flat No.9C,
Mangalam Towers, Vennala P.O., Cochin
682028, Email: koonthanam@gmail.com.

2. TESSY SCARIA

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...Applicants

-Vs-

1. Media Team Solutions (I) Pvt Ltd

47/697 B, Media Enclave, Chalikkavattom
Kumbalappilly Road, Vennala P.O., Kochi,
Kerala-682028.

2. Binoy Govindan

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3. Abraham Mathew

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5. Savitha Mani

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.....**Respondents**

Coram:

HON'BLE MEMBER (JUDICIAL) : SHRI. VINAY GOEL

HON'BLE MEMBER (TECHNICAL) : SHRI RAVICHANDRAN RAMASAMY

Appearances:

For the Applicants : Mr. K S Ravichandran, PCS.
For the Respondents : Ms. Sreepriya Kalarikkal, PCS.

ORDER

1. The present application has been preferred by the Petitioners in Company Petition No. CP(C/Act)/31/KOB/2024, invoking Rule 11 read with Rules 17(1)(b) and 32 of the National Company Law Tribunal Rules, 2016, against the Respondents in the said Company Petition, seeking the following reliefs: -

- a. That this Hon'ble Tribunal may be pleased to allow the Applicants to amend the Original Company Petition by adding appropriate pleading summarizing the above averments together with supporting papers and documents, along with Dates and Events described in the Schedule I and the corresponding prayers to be incorporated as stated in Schedule II.*

- b. That this Hon'ble Tribunal may be pleased to allow the Applicants to correct the existing Annexure No. 13 to 36 as Annexure No.8 to 31 in Rejoinder.*
- c. That this Hon'ble Tribunal may be pleased to allow the Applicants to correct the existing Annexure numbers stated in IA No. 29 of 2025 as Annexure No. A to E. accordingly.*
- d. To grant any other relief(s) as this Hon'ble Tribunal may think that may deem fit in the interest of justice.*

Brief facts of the case: -

2. The Applicants have filed the present Interlocutory Application seeking leave to amend the Company Petition to bring on record subsequent events alleged to have occurred during the pendency of the proceedings. It is their case that the said events constitute continuing acts of oppression and mismanagement under Sections 241 and 242 of the Companies Act, 2013 and are necessary for effective adjudication of the disputes between the parties.
3. The Applicants contended that there is a continuing course of conduct whereby they have been excluded from the management and affairs of Respondent No.1 Company. It is alleged that Respondent Nos.2 to 5 have consolidated control over the Company by reallocation of managerial responsibilities, restriction of access to ZOHO applications, financial records and email systems, redesignation of Applicant No.1 from Whole-Time Director to Non-Executive Director, and removal of Applicant No.2 from the Board.
4. It is further alleged that despite resignation of Respondent No.2, he continued to be involved in the affairs of the Company through access to official email systems and subsequent creation of a new email account under a migrated domain. The Applicants alleged that Respondent No.2 joined

Neovex Tech Solutions Private Limited, a competing entity, and that Respondent Nos.2 to 5 acted in concert to divert business opportunities and confidential information of the Company to the said entity.

5. The Applicants also alleged that the Respondents migrated the Company's email domain, disabled access to key digital platforms, shifted statutory records, and conducted Board meetings in a manner intended to exclude the Applicants from decision-making. The validity of the Board Meeting dated 02.05.2025 is specifically challenged on the ground of denial of participation through video conferencing and exclusion of agenda items.
6. The Applicants further contended that the removal of Applicant No.2 from directorship constitutes an oppressive act forming part of a continuing cause of action. It is submitted that the cumulative effect of these events demonstrates material change in management and control, justifying amendment of pleadings to incorporate subsequent developments.
7. On the above basis, the Applicants sought amendment of the Company Petition along with incorporation of additional pleadings, documents, Schedule of Events and consequential reliefs to enable complete adjudication and avoid multiplicity of proceedings.

Reply filed by the Respondents: -

8. The Respondents have opposed the Interlocutory Application as not maintainable, contending that it is an abuse of process based on suppression of material facts and inadmissible electronic records. It is submitted that the application seeks to reopen concluded issues despite completion of pleadings in the main Company Petition.
9. The Respondents submitted that all actions of the Company have been undertaken in accordance with the Companies Act, 2013, Articles of

Association and Board decisions. The allegations of oppression are denied and are stated to be attempts to characterise bona fide administrative and technical decisions as wrongful conduct.

10. It is contended that Respondent No.2 resigned validly and the continued retention of his email account was only for business continuity in accordance with established company practice. Allegations of diversion of business to Neovex Tech Solutions Private Limited are specifically denied.
11. The Respondents further submitted that migration of the email domain was necessitated due to persistent technical disruptions in the existing system, which was under the control of Applicant No.1. It is stated that the migration was a bona fide administrative decision undertaken to ensure continuity of operations.
12. The Respondents also alleged that the Applicants have themselves interfered with the Company's digital infrastructure and accessed confidential communications without authority, and that complaints in this regard are pending before competent authorities.
13. An objection is also raised regarding the admissibility of electronic records relied upon by the Applicants on the ground that they are private communications obtained without authority and are not supported by the mandatory certificate under Section 65B of the Indian Evidence Act, 1872.
14. It is further contended that actions relating to ZOHO access, email migration, shifting of records, redesignation of directors, and removal of Applicant No.2 were lawful corporate actions. The removal of Applicant No.2 is stated to have attained finality up to the level of the Hon'ble National Company Law Appellate Tribunal.

15. The Respondents further submitted that the challenge to the Board Meeting dated 02.05.2025 is misconceived, as the meeting was duly convened and conducted in compliance with statutory requirements, and that requests for video conferencing and additional agenda items were made belatedly. It is accordingly contended that no subsequent event or continuing oppression is made out and that the Interlocutory Application is filed only to delay proceedings and re-agitate settled issues.

Rejoinder filed by the Applicants: -

16. The Applicants, in their Rejoinder, submitted that the Respondents have travelled beyond the limited scope of the present Interlocutory Application by filing an elaborate counter dealing with the merits of the proposed amendments and by introducing additional documents and allegations, which are matters to be considered only after amendment, if allowed.
17. It is submitted that objections relating to the admissibility of documents, including electronic records, are premature and are to be adjudicated at the appropriate stage after pleadings are completed. The Applicants denied allegations of suppression, cyber misconduct and unauthorised access to systems.
18. The Applicants reiterated that the subsequent events pleaded clearly demonstrate continuing oppression and mismanagement, including exclusion from management, diversion of business, misuse of confidential information, and restructuring of control within the Company.
19. It is further submitted that the legality and alleged oppressive nature of the removal of Applicant No.2, exclusion from management, validity of the Board Meeting dated 02.05.2025, and alleged diversion of business are all

issues requiring adjudication in the main Company Petition and cannot be conclusively determined at the stage of deciding the amendment.

20. The Applicants accordingly submitted that the Respondents have failed to raise any valid ground to oppose the amendment and pray that the Interlocutory Application be allowed with liberty to file consequential amended pleadings.

Analysis and Findings

21. We have carefully gone through the records, pleadings, and the submissions advanced on behalf of both parties.
22. The present application has been filed by the Applicants/Petitioners seeking amendment of the pleadings in the main Company Petition bearing No. CP/31/KOB/2024.
23. The respondents have tried to touch on the merits of the proposed amendments in their reply to this application. In the opinion of this Tribunal, that was unwarranted, and as such, the content of the reply touching the allegations on merits by the respondents is being ignored to that extent. The scope of the present application is confined solely to the question as to whether, in the facts and circumstances of the case, the proposed amendments are liable to be allowed at this stage or not.
24. Before proceeding further, it would be appropriate to set out the relevant dates and events pertaining to the present Company Petition:
1. Date of filing of the Company Petition – 01.11.2024;
 2. First date of hearing before this Tribunal – 05.11.2024;
 3. Date of appearance of the Respondents – 19.11.2024;
 4. Date of filing of the Reply Affidavit – 30.12.2024; and

5. Date of filing of the Rejoinder – 02.06.2025.

6. Date of filing of this application - 05.12.2025.

25. The present amendment application has been filed by the Applicants invoking Rules 11 and 17(1)(b) of the National Company Law Tribunal Rules, 2016 ("NCLT Rules, 2016"). However, the NCLT Rules, 2016 contain a specific provision governing amendments in pleadings under Rule 155. Further, Section 422¹ of the Companies Act, 2013 mandates the expeditious disposal of applications by the National Company Law Tribunal and the National Company Law Appellate Tribunal. Section 424² of the Companies

¹ **Section 422. Expeditious disposal by Tribunal and Appellate Tribunal**

(1) Every application or petition presented before the Tribunal and every appeal filed before the Appellate Tribunal shall be dealt with and disposed of by it as expeditiously as possible and every endeavour shall be made by the Tribunal or the Appellate Tribunal, as the case may be, for the disposal of such application or petition or appeal within three months from the date of its presentation before the Tribunal or the filing of the appeal before the Appellate Tribunal.

(2) Where any application or petition or appeal is not disposed of within the period specified in sub-section (1), the Tribunal or, as the case may be, the Appellate Tribunal, shall record the reasons for not disposing of the application or petition or the appeal, as the case may be, within the period so specified; and the President or the Chairperson, as the case may be, may, after taking into account the reasons so recorded, extend the period referred to in sub-section (1) by such period not exceeding ninety days as he may consider necessary.

² **424. Procedure before Tribunal and Appellate Tribunal.—**

(1) The Tribunal and the Appellate Tribunal shall not, while disposing of any proceeding before it or, as the case may be, an appeal before it, be bound by the procedure laid down in the Code of Civil Procedure, 1908 (5 of 1908), but shall be guided by the principles of natural justice, and, subject to the other provisions of this Act and of any rules made thereunder, the Tribunal and the Appellate Tribunal shall have power to regulate their own procedure.

(2) The Tribunal and the Appellate Tribunal shall have, for the purposes of discharging their functions under this Act, the same powers as are vested in a civil court under the Code of Civil Procedure, 1908 (5 of 1908) while trying a suit in respect of the following matters, namely:—

(a) summoning and enforcing the attendance of any person and examining him on oath;

(b) requiring the discovery and production of documents;

(c) receiving evidence on affidavits;

(d) subject to the provisions of sections 123 and 124 of the Indian Evidence Act, 1872 (1 of 1872), requisitioning any public record or document or a copy of such record or document from any office;

(e) issuing commissions for the examination of witnesses or documents;

(f) dismissing a representation for default or deciding it ex parte;

(g) setting aside any order of dismissal of any representation for default or any order passed by it ex parte; and

(h) any other matter which may be prescribed.

(3) Any order made by the Tribunal or the Appellate Tribunal may be enforced by that Tribunal in the same manner as if it were a decree made by a court in a suit pending therein, and it shall be lawful for the Tribunal or the Appellate Tribunal to send for execution of its orders to the court within the local limits of whose jurisdiction,—(a) in the case of an order against a company, the registered office of the company is situate; or (b) in the case of an order against any other person, the person concerned voluntarily resides or carries on business or personally works for gain.

(4) All proceedings before the Tribunal or the Appellate Tribunal shall be deemed to be judicial proceedings within the meaning of sections 193 and 228, and for the purposes of section 196 of the Indian Penal Code (45 of 1860), and the Tribunal and the Appellate Tribunal shall be deemed to be civil court for the purposes of section 195 and Chapter XXVI of the Code of Criminal Procedure, 1973 (2 of 1974).

Act, 2013 lays down the procedure to be followed before the Tribunal and the Appellate Tribunal and provides that they shall not be bound by the procedure prescribed under the Code of Civil Procedure, 1908, but shall be guided by the principles of natural justice.

26. Rule 17(1)(b) merely empowers the Registry to receive applications seeking amendment of an appeal, petition, application, or subsequent proceedings. The substantive provision governing the consideration and adjudication of applications for amendment is Rule 155 of the NCLT Rules, 2016. Rules 17(1)(b) and 155 read as under:

Rule 17. Functions of the Registrar

(1) The Registrar shall have the following functions, namely:—

(a) registration of appeals, petitions and applications;

(b) receive applications for amendment of the appeal or the petition or application or subsequent proceedings.

Rule 155. General power to amend

The Tribunal may, within a period of thirty days from the date of completion of pleadings, and on such terms as to costs or otherwise as it may think fit, amend any defect or error in any proceeding before it; and all necessary amendments shall be made for the purpose of determining the real question or issue raised by or depending on such proceeding.

27. The Applicants have also invoked the inherent jurisdiction of this Tribunal under Rule 11 of the NCLT Rules, 2016, which preserves the inherent powers of the Tribunal to pass such orders as may be necessary for meeting the ends of justice or to prevent abuse of the process of the Tribunal.
28. If Rule 155 of the NCLT Rules, 2016 is read in conjunction with Sections 422 and 424 of the Companies Act, 2013, it becomes evident that the legislature has consciously prescribed a specific time limit within which amendments may be entertained. Rule 155 empowers the Tribunal to permit

amendments only for limited purposes, namely, to rectify any defect or error in the proceedings and to determine the real question or issue arising in the proceeding. Rule 155 of the NCLT Rules, 2016 does not have the same scope and ambit as Order VI Rule 17 of the Code of Civil Procedure, 1908.

29. In the present case, the Applicants filed their Rejoinder on 02.06.2025. Thereafter, the present application was filed on 05.12.2025, seeking to incorporate several amendments relating to events that allegedly occurred both prior to and subsequent to the filing of the Company Petition. Although the Applicants contend that such facts constitute subsequent events and are necessary for adjudicating the allegations of oppression and mismanagement, this Tribunal is unable to accept the said contention in light of the statutory scheme embodied in Rule 155 of the NCLT Rules, 2016. Though the thirty days' window cannot be taken as an absolute barrier to entertain an amendment application, but nevertheless, it shows the intention of the legislature. It can be said that the provision is directory and not mandatory.
30. So, the timeline cannot become the sole criterion for arriving at a judicious decision. This Tribunal is required to consider the other relevant aspects pertaining to the proposed amendment. Acceptance of such a contention as raised in this application to claim relief to amend the petition would result in an endless process whereby every subsequent event could be sought to be incorporated into the existing pleadings through successive amendments. If a subsequent event gives rise to a fresh and independent cause of action, the same cannot ordinarily be introduced by way of amendment to the existing pleadings. Such an approach would defeat the objective of summary proceedings under the Companies Act, 2013. Had the proposed amendments merely elaborated upon or supplemented the facts

already pleaded, or constituted a continuation of the original cause of action, the matter may have stood on a different footing. However, a completely new cause of action cannot be permitted to be introduced by way of amendment, particularly when such an exercise would run contrary to the legislative intent underlying Rule 155 of the NCLT Rules, 2016.

31. The Applicants have relied upon various judicial precedents in support of their IA in their Written Submissions. A substantial number of the judgments relied upon were rendered prior to the enforcement of the NCLT Rules, 2016, when Rule 155 had not yet been introduced. Similarly, the earlier orders of the Kochi Bench referred to by the Applicants do not appear to have considered the scope and effect of Rule 155 of the NCLT Rules, 2016. Consequently, the said decisions are distinguishable on facts and in law.
32. By introducing Rule 155, the legislature consciously departed from the broader principles governing amendment of pleadings under Order VI Rule 17 of the Code of Civil Procedure, 1908, under which amendments could be permitted at any stage of the proceedings, subject to the conditions prescribed therein. Under the scheme of Rule 155, however, the legislature has consciously provided only a limited statutory window for entertaining applications for amendment.
33. It is pertinent to note that a litigant is not precluded from instituting a fresh Company Petition under Sections 241 and 242 of the Companies Act, 2013, if subsequent events give rise to a fresh cause of action. Such a petition would not ordinarily be barred by the principles of *res judicata* or by Order II Rule 2 of the Code of Civil Procedure, 1908, subject, of course, to the facts and circumstances of each case.

34. It is also relevant that, at an earlier stage, the Respondents had filed an application to question the maintainability of the Company Petition, which was disposed of by this Tribunal by order dated 30.07.2025, granting liberty to the Respondents to argue all such grounds at the time of final hearing on the basis of the pleadings then existing on record. If the present amendment application is allowed, the scope of the pleadings would stand substantially enlarged, thereby prejudicially affecting the liberty already granted to the Respondents to raise their objections regarding maintainability.
35. This Tribunal refrains itself from expressing any opinion on the merits of the allegations made in the Company Petition or the defence put forward by the Respondents. Nevertheless, the principles of equity and natural justice require that, in the facts and circumstances of the present case, the proposed events should not be permitted to be incorporated into the existing pleadings, particularly when the Applicants are not without a remedy and are at liberty to challenge any subsequent acts or omissions by initiating appropriate proceedings under the relevant provisions of the Companies Act, 2013.
36. As Application No. IA(C/Act)/29/KOB/2025 is pending adjudication, no re-numbering can be permitted in the said application at this stage. Consequently, if this Tribunal were to allow any re-numbering of the documents annexed to the rejoinder, it would create unnecessary confusion. Therefore, it would be appropriate to seek re-numbering at the appropriate stage, namely, at the time of adjudication of IA(C/Act)/29/KOB/2025.
37. It is clarified that the observations made hereinabove are confined only to the adjudication of the present amendment application and shall not be construed as an expression of opinion on the merits of the allegations, counter-allegations, or the respective rights and contentions of the parties

in the main Company Petition. The main Company Petition shall be considered independently on its own merits in accordance with law.

38. In view thereof, this application, bearing No. **IA (C/Act)/1/KOB/2026 in CP/31/KOB/2024** is **dismissed**.
39. The Registry is hereby directed to send e-mail copies of this order forthwith to all the parties and their counsel for information and for taking necessary steps.
40. Let the certified copy of this order be issued upon compliance with the requisite formalities.
41. File be consigned to records.

Sd /-
RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

Sd /-
VINAY GOEL
MEMBER (JUDICIAL)

Signed on this the 14th day of July, 2026.

Steno A