

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

ITEM No.301
Appeal/24(AHM)2021

Under Section 58(3) & 59 Co. Act, 2013

IN THE MATTER OF:

Tirupati Fin-Lease Ltd
V/s
State Bank of India & Ors

.....Applicant

.....Respondents

Order delivered on: 12/10/2026

C O R A M:

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

ORDER
(Hybrid Mode)

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

-SD-
SANJEEV SHARMA
MEMBER (TECHNICAL)

-SD-
SHAMMI KHAN
MEMBER (JUDICIAL)

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

Company Appeal No.24/(AHM)/2021

(A Company Petition filed under the Sections 46, 56, 58 and 59 of the Companies Act, 2013 read with Rule 11 of the NCLT Rules, 2016)

MEMO OF PARTIES

Tirupati Fin-Lease Limited

(Former Tirupati Trade Comm. Pvt. Ltd. and Tirupati Trade Comm. Limited) through
Its Director, Mr. Bajranglal B. Agrawal,
Having its registered office at:
B-10, Madhavpura Market,
Shahibaug Road,
Ahmedabad – 380004.

..... Petitioner

VERSUS

1. State Bank of India

Having its registered office at:
Corporate Center,
14th Floor, State Bank Bhavan,
Madame Cama Road,
Nariman Point, Mumbai – 400021.

2. MCS Limited

Having address at:
A-209, C-Wing,
2nd Floor, Gokul Industrial Estate,
Sagbaug Marol Co-op Industrial Area,
B/h. Times Square, Andheri (E),
Mumbai – 400093.

3. Data Matics Financial Services Ltd.

Having address at:
Former Registrar and Transfer Agent of the SBI,
Having address at:
Plot No. B-5, Part B, Cross Lane, MIDC,

Andheri (East), Mumbai – 400093.

4. Kfin Technologies Limited

(Amended vide order dated 16.01.2025)

Unit: State Bank of India,

Having address at:

Selenium Tower B,

Plot 31 and 32, Financial District,

Nanakramguda, Hyderabad – 500032.

5. Bharat Forge Limited

Having address at:

Mundhawa,

Pune – 411036.

6. Mr. Vimal Jhurani

Having address at:

B-5, Harsidha Industrial Estate,

Naroda Road,

Ahmedabad – 380025.

7. Mr. Udhani Anoop,

Having address at:

C/o K. Mahendrakumar,

G-72, Gulabi Chowk,

Revadi Bazar, Ahmedabad – 380022

8. Ms. Sangita Yashodhar,

Having address at:

5-69/1, South Revadi Bazar,

Sindhi Market,

Ahmedabad – 380002.

9. Morgan Stanley Asset Management Inc.,

Having address at:

C/o Stock Holding Corporation of India Ltd.,

44/1 Kalicharan Mehra Estate,

LBS Marg, Near Vikhroli Station,

Vikhroli (W), Mumbai – 400079.

10. The Jaguar Fund NV,

Stock Holding Corporation of India Ltd.,
Having address at:
44/1 Kalicharan Mehra Estate,
LBS Marg, Vikhroli (W),
Mumbai – 400079.

11. Ms. Daxaben K. Shah,

Having address at:
10 Laxmi Flats, Shantinagar,
Usmanpura, Ahmedabad – 380013.

12. Ms. Kapilaben Patel,

Having address at:
14, Gurusandipani Society,
Drive-in Road, Navrangpura,
Ahmedabad – 380009.

13. Sujatha Kumari R. Karthika,

Having address at:
Nr. Veterinary Hospital,
Thevally, P.O. Olai,
Quilon – 691009.

14. Morgan Stanley Asset Management Inc.,

Sub A/c Morgan Stanley India Inv. Fund Inc.,
Stock Holding Corporation of India Ltd.,
Having address at:
224 Mittal Court, "B" Wing,
Nariman Point, Mumbai – 400021.

15. Sahara India Savings & Investment Corporation Ltd.,

Having address at:
Sahara India Bhavan,
Kapoorthala Complex,
Aliganj, Lucknow - 226020 (U.P.).

16. Kaushalya Maheshwari,

Having address at:
69 Subhash Marg,
Near Badnor House,

Udaipur - 313001, Rajasthan.

17. SMIFS Capital Markets Limited,

Having address at:

Vaibhav, 5th Floor,
4, Lee Road, Calcutta – 700020.

18. Pushpaben Devrajbhai Patel,

Having address at:

12/47, Gujarat Housing Colony,
Nr. Raipur Mill, Ahmedabad – 380021.

19. Bhushan Capitals Ltd.,

Having address at:

2 Clive Ghat Street,
7th Floor, Room No. 8,
Calcutta – 700001.

20. Quantum Fund N.V.,

Standard Chartered Bank, Custodial Services Div.,

Having address at:

462, Phoenix Mill Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400013.

21. Global Securities Ltd.,

Having address at:

B-14, Dreamland Apartment,
Nr. Rangasagar Flat, Narayannagar Road,
Paldi, Ahmedabad – 380007.

22. Allied Dunbar Assurance PLC,

A/c Allied Dunbar International Specialist Funds PLC,

Having address at:

C/o Sec. Dept.,
The Hongkong & Shanghai Banking Corpn. Ltd.,
52/60 Mahatma Gandhi Road,
Mumbai – 400001.

23. The Peerless General Finance & Investment Co. Ltd.,

Having address at:

Investment Dept., Peerless Bhavan,
3, Esplanade East, Calcutta – 700069.

24. Citibank International PLC,

A/c. Indian Exchange Investment Co. Ltd.,
Having address at:
Indian Equity Portfolio,
c/o Sultanally's Business Centre,
Barodawala Mansion, Dr. Annie Besant Road,
Worli, Mumbai – 400018.

25. Ms. Asha Chhapia,

Having address at:
C/o Ganeshlal Chhapia,
62 Mandi Ki Nal, Udaipur – 313001.

26. Maloom Singh Surana,

Having address at:
42 Surana Bhawan,
Kalaji Goraji Marg,
Udaipur - 313001, Rajasthan.

27. Alka Anand & Lalit Dhupia,

Hindustan Zinc Ltd.,
Having address at:
A-86/6 Rajpura Dariba Mines,
P.O. Dariba - 313211, Rajasthan.

28. Gunjan Bhutalia,

Having address at:
C/o Shri Udai Trading Co.,
Mandi Ki Nal,
Udaipur - 313001, Rajasthan.

29. Mansoor Ali Taj,

Having address at:
C/o Bank of Rajasthan Ltd.,
39-40 Ashwani Marg,
Udaipur – 313001.

30. Zulekha Taj,
C/o Bank of Rajasthan Ltd.,
Having address at:
39-40 Ashwani Marg, Udaipur – 313001.

31. Yashodhar Jasvantlal, Jalaram Fabric,
Having address at:
S-72, South Revadi Bazar,
Ahmedabad – 380002.

32. SBI Mutual, Stock Holding Corporation of India Ltd.,
Having address at:
44/1 Kalicharan Mehra Estate,
LBS Marg, Near Vikhroli Station,
Vikhroli (W), Mumbai – 400079.

..... Respondents

Order Pronounced On: 12.10.2026

C O R A M:

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

A P P E A R A N C E:

For the Petitioner : Mr. Arjun Sheth, Advocate a.w.
: Ms. Somya Jain, Advocate
For the Respondent : Mr. Abhijit P. Joshi, Adv. for R-1 SBI
: Ms. Dharmishtha Raval, Adv. for R-4

O R D E R
(Per Bench)

1. This Company Appeal has been filed on 18.11.2021 vide inward no. E-1511 by **M/s. Tirupati Fin-Lease Ltd.** (the "Petitioner") under Sections 46, 56, 58 and 59 of the Companies Act, 2013 read with Rule 11 of the National Company Law Tribunal Rules, 2016, against State Bank

of India (R-1), its present and former Registrars and Share Transfer Agents (R-2 to R-4) and twenty-eight persons/entities (R-5 to R-32) who, according to the record of R-1, are the registered holders or lodgers of the shares in dispute. The Petitioner has prayed for the following reliefs: -

- A. Pass appropriate order directing the appropriate respondents to transfer 2,150 equity shares bearing share certificate nos. 460208, 371612, 361468, 361462, 377378, 377377, 464785, 464790, 464788, 464786, 808537, 808536, 808535, 861031, 861355, 863185, 860566, 863222, 860549, 860220, 859576, 862170, 876903, 876438, 1304988, 787149, 859593, 462304, 466303, 466310, 460535, 1480933, 1791082, 1791080, 1791081, 1641098, 1641464, 1791474, 1791179, 1792178, 1793084, 1791242, 1791243 of R1 company in the name of petitioner and the Register of Members of the R1 company be rectified and the name of the Petitioner be entered in the Register of Members of the R1 company in respect to the aforesaid 2,150 equity shares, and the name of any person appearing therein in respect of the same be deleted, and further this Hon'ble Tribunal be pleased to pass appropriate order that duplicate share certificates of the said 2,150 equity shares of the R1 company be issued to the petitioner;*
- B. pass appropriate order that all benefits including Rights, Bonus, Dividends and other benefits accruing qua the said 2,150 shares of R1 company w.e.f. 16.09.1994 be awarded to the Petitioner;*
- C. Pass appropriate order directing the respondent no. 1 to pay damages of such amount that this Hon'ble tribunal deems fit in respect of the aforesaid shares;*
- D. Pending hearing and final disposal of this petition, this Hon'ble Tribunal be pleased to continue the interim relief granted by the Hon'ble City Civil Court in Civil Suit No. 4284 of 1998 vide orders dt. 27.09.2021 (a/w order*

dt. 30.09.2021) and order dt. 27.10.2021, and accordingly be pleased pass appropriate order restraining the respondents from transferring and/or dealing (in any manner whatsoever) with the said 2,150 shares of the R1 company bearing share certificate nos. [as listed in prayer A];

E. Pass ex-parte ad interim/interim order in terms of prayer clause (D) hereinabove; and/or

F. Any other relief or reliefs as may be deem fit in the interest of justice."

2. The pleadings and submissions of the parties, together with the material documents and subsequent compliance affidavits, are considered hereinafter in chronological and issue-wise sequence. The material submissions have been summarised without reproducing repetitive averments, while retaining the facts and documents relevant to the determination of the dispute.

3. The petitioner has narrated the facts in the appeal as under: -

3.1 The Petitioner is a company incorporated under the Companies Act, 1956, with its registered office at B-10, Madhavpura Market, Shahibaug Road, Ahmedabad, and is engaged in business and/or trading in shares and securities. It was earlier known as Tirupati Trade Comm. Pvt. Ltd. and later as Tirupati Trade Comm. Ltd.; the Registrar of Companies' certificates evidencing the changes of name are placed as Annexure-A. Shri Bajranglal B. Agarwal, Director, has been authorised by a

resolution (Annexure-B) to file, pursue, verify and depose in the present Company Appeal.

3.2 It is stated that the Petitioner purchased 3,350 Equity Shares of the Respondent No.1, i.e. the State Bank of India from the following brokers/parties at local market of Ahmedabad tabulated as under:

Sr. No.	Seller Party	Bill No. and Date	No. of Shares	Amount (Rs.)
1	K.K. Finance	Bill No. 034 dt. 04.04.1994	150	40,200/-
2	Sharp Finance	Bill No. 056 dt. 11.04.1994	1,800	3,99,050/-
3	Kapil Finance	Bill No. 031 dt. 15.04.1994	200	60,000/-
4	Sharp Finance	Bill No. 042 dt. 18.04.1994	500	1,13,000/-
5	Sharp Finance	Bill No. 030 dt. 25.04.1994	500	1,29,350/-
6	Ankit Investment	Bill No. 052 dt. 25.04.1994	200	50,000/-
Total			3,350	7,91,600/-

3.3 It is stated that the Petitioner became the legal owner of the aforementioned 3350 equity shares of the R-1 Bank/Company. The copies of bills issued by these brokers are placed on record as Annexure-C to the present appeal. Copies of the certificates dated 27.03.1997 issued by the State Bank of Saurashtra, Shahibaug Branch, Ahmedabad showing payments

to these brokers is also placed on record as Annexure-D.

- 3.4 As to jurisdiction, the Petitioner stated that the shares were purchased at Ahmedabad and were lost in transit or stolen from its custody at Ahmedabad, so that the cause of action arose within the territorial jurisdiction of this Bench.
- 3.5 As to limitation, the Petitioner declared that the Appeal is within time, having been filed pursuant to the orders dated 27.09.2021 (with order dated 30.09.2021) and 27.10.2021 of the Hon'ble City Civil Court, Ahmedabad, in Civil Suit No. 4284 of 1998, which granted it liberty to approach the NCLT.
- 3.6 It is submitted that out of the abovementioned equity shares, 2150 equity shares having certificate numbers 460208, 371612, 361468, 361462, 377378, 377377, 464785, 464790, 464788, 464786, 808537, 808536, 808535, 861031, 861355, 863185, 860566, 863222, 860549, 860220, 859576, 862170, 876903, 876438, 1304988, 787149, 859593, 462304, 466303, 466310, 460535, 1480933, 1791082, 1791080, 1791081, 1641098, 1641464, 1791474, 1791179, 1792178, 1793084, 1791242, 1791243 of the R-1 Bank in the name of R-5 to R-32 were lost in transit or stolen from the custody of the petitioner with the signed transfer deeds.
- 3.7 It is confirmed by the Petitioner that the said equity shares have not been sold, transferred, pledged or

otherwise disposed of by him but lost in transit or stolen from his custody. The Petitioner placed the details of certificate numbers corresponding to the transferors and transferees on record as Annexure-E. This table is prepared on 16.04.1998.

- 3.8 On learning of the loss, the Petitioner promptly wrote a registered letter dated 16.09.1994 to R-1 and R-2 intimating the loss of the certificates with transfer deeds and requesting that the shares not be transferred to anyone but no reply was received.
- 3.9 The Petitioner thereafter instituted Civil Suit No. 5039 of 1994 on 30.09.1994 before the City Civil Court, Ahmedabad, for a prohibitory order against R-1 and a permanent injunction against transfer of the shares (plaint placed on record at Annexure-F). The Court granted an ad-interim injunction on 30.09.1994 and made the rule absolute till disposal of the suit on 23.02.1995 (placed as Annexure-G).
- 3.10 By letter dated 04.02.1997 (Annexure-H), R-2 stated that the Court's order dated 23.02.1995 was only interim and not final; that a correction of one certificate number from 1641094 to 1641098 could not be made without proper documents and the Petitioner might apply to the Court for amendment of the proceedings and rectification of the injunction; and that duplicate certificates would not be issued unless a certified copy of the Court's final order was received.

- 3.11 As no duplicate certificates were issued, the Petitioner filed Civil Suit No. 2213 of 1997 on 02.04.1997 seeking a direction to R-1 to issue duplicate certificates and to release dividend, rights, bonus etc. (Annexure-I).
- 3.12 Vide letter dated 18.11.1997 (Annexure-J), M/s. H.R. Shah & Co., Advocates for R-1, asked the Petitioner to withdraw Suit Nos. 5039 of 1994 and 2213 of 1997 and promised that duplicate certificates for the 2,150 shares would be issued on behalf of R-1. Relying on that letter, the Petitioner filed withdrawal pursis dated 21.11.1997 in both suits (Annexure-K).
- 3.13 On 27.03.1998, R-1 called upon the Petitioner to furnish certain particulars, which were to be supplied to R-2; the Petitioner furnished them by registered letter dated 03.04.1998 (Annexure-L). By letter dated 06.04.1998 (Annexure-M) the Petitioner confirmed the withdrawal of the suits on the advice of R-1's Advocate and requested that the shares be transferred to it as a large sum was lying blocked. On 01.05.1998, R-1 asked for certified copies of the withdrawal orders (Annexure-N). By letter dated 11.11.1998 (Annexure-O) the Petitioner complained that, despite the promise, R-1 and R-2 appeared uninterested in issuing duplicates.
- 3.14 The Petitioner then filed Civil Suit No. 4284 of 1998 on 25.08.1998 before the City Civil Court for a prohibitory order against R-1 and R-2, for issue of

duplicate certificates and for dividend, rights and bonus (plaint at Annexure-P). An injunction was granted vide order dated 28.08.1998 (placed on record as Annexure-Q).

3.15 The Petitioner states that, in Civil Suit No. 4284 of 1998, Respondent Nos. 1 and 2 disclosed that the disputed shares stood recorded in the names of persons subsequently joined as parties. The Petitioner sought their impleadment, and an amended plaint dated 01.10.2019 was placed on record as Annexure-R. The Petitioner further relies on the order dated 06.09.2000 concerning its injunction application, produced as Annexure-S. The effect of these proceedings must be considered from the certified judicial record and cannot, by itself, be treated as proof of the Petitioner's title to the disputed shares.

3.16 The Petitioner also filed Company Petition No. 20/111A/CLB/WR/2006 dated 04.10.2006 before the **Company Law Board**, Western Region Bench, Mumbai, **under Section 111A** of the Companies Act, 1956, seeking a declaration of ownership, rectification of the register and issue of duplicate certificates (Annexure-T). R-1 opposed it (Annexure-U), its Advocate stating that R-1 had never contended before the City Civil Court that the Court lacked jurisdiction but arguing that, as a statutory corporation under the **State Bank of India Act**,

1955/1956, it was not a "company" and Sections 111/111A did not apply. By order dated 03.05.2007 (Annexure-V) the **CLB held that R-1 was not a company and that it had no jurisdiction.**

3.17 The Petitioner further stated that it amended the plaint in Suit No. 4284 of 1998 to cure discrepancies in certificate numbers between the plaint and its letter of 16.09.1994, and that R-1 and R-2 also asserted certain discrepancies. On 03.09.2021 R-1 and R-2 filed written submissions contending that, in view of Section 430 of the Companies Act, 2013 and the abolition of the CLB, the Civil Court had no jurisdiction (Annexures-W and X). They relied on the decision of the Hon'ble Gujarat High Court in the matter of ***Mafatlal Industries Ltd. v/s. Gujarat Gas Company Ltd. & Ors.*** The Petitioner, on its part, relies on the decision of the NCLT, Mumbai Bench, in the matter of ***Kamlesh Kalidas Shah v. SBI (Company Application No. 13/584(4) and 59/CLB/MB/MAH/2015)***, holding that R-1 is a company to which the Companies Act applies and that the NCLT has jurisdiction over disputes on transfer of shares, which was affirmed by the Hon'ble NCLAT, New Delhi, in the matter of ***SBI v. Kamlesh Kalidas Shah & Ors. [Company Appeal (AT) No. 70 of 2018]*** (Annexure-Y).

3.18 It is stated that vide order dated 27.09.2021 (with order dated 30.09.2021) passed in Civil Suit No.

4284 of 1998, the City Civil Court rejected the suit, leaving the Petitioner to avail its remedies before the NCLT, continued the interim orders for four weeks, and by order dated 27.10.2021 extended the interim protection for a further two weeks (Annexure-Z).

3.19 Thus, it is stated that the Petitioner has no alternative equally efficacious remedy except to approach this Tribunal, and that it is in the interest of justice that the reliefs prayed for be granted.

4. In compliance with our order dated 01.06.2022, the R-1 and R-4 filed a reply on 05.07.2022 vide inward no. D-3697, confined to the interim relief sought in para V(D) of the Appeal, which was affirmed by a Manager of R-4. We noted that the document titled "Further Reply from R-1 and R-4" on the file is a copy of the same pleading. The reply states as under: -

4.1 The reply is limited to interim relief; the right to file a detailed reply is reserved, and non-dealing with any averment is not an admission. All averments not specifically admitted are denied.

4.2 It is stated that the R-1 Bank floated its equity shares by a public issue in December 1993, when R-2 was the Registrar to the issue. Thereafter R-3 was Registrar and Share Transfer Agent till June 2018, and R-4 has been so appointed with effect from 01.07.2018.

- 4.3 It is contended as to para 2 of the Appeal (purchase of shares from brokers/parties), the Petitioner has disclosed those details for the first time in this Appeal; none were pleaded in Civil Suit No. 4284 of 1998 or in any other suit. R-1 and R-4 therefore have no knowledge of where the Petitioner bought the shares or of the legal ownership claimed.
- 4.4 As stated, even assuming the Petitioner bought the shares in the secondary market, it never lodged the certificates for transfer with R-1 to R-4. Its claim to title must therefore be adjudicated between the registered holders and the actual lodgers, particularly since the Petitioner admittedly trades in shares.
- 4.5 It is submitted with reference to the certificate numbers in paras 3, 16, V(A) and V(D), the present holders and lodgers are furnished in the following table: -

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
1	460208	16420	500	03013315	Bharat Forge Limited, Mundhawa, Pune-411036	--
	371612	16417	500			
	361468	16416	500			
	361462	16415	500			
	377378	16419	500			
	377377	16418	500			
	464785	16421	500			
	464790	16424	500			
	464788	16423	500			
	464786	16422	500			

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
2	808537	16151	500	03007125	Vimal Jhurani jointly with Chetan Lalchandani, B-5 Harisidha Ind. Estate, Naroda Road, Ahmedabad-25	--
	808536	16150	500			
3	808535	16442	500	03013431	Udhani Anoop, c/o K. Mahendrakumar, S-72 Gulabi Chowk, Revadi Bazar, Ahmedabad-380002	
4	861031	16453	500	03014262	Yashodhar Jasvantlal, Jai Jalaram Fabrics, S-72 South Revadi Bazar, Ahmedabad-380002	
5	861355	16452	500	03014260	Sangita Yashodhar, Revadi Bazar, Sindhi Market, Ahmedabad-380002	Bhushan Capitals Ltd., 2 Clive Ghat Street, 7th Floor, Room No. 8, Calcutta-01
6	863185	15951	500	03001512	Morgan Stanley Asset Management Inc. (jointly with Sub A/c Morgan Stanley India Inv. Fund Inc.), 44/1 Kalicharan Mehra Estate, LBS Marg, Vikhroli (W), Mumbai-79	
	859576	15949	500			Quantum Fund N.V., Standard Chartered Bank, Custodian Services Div., 462 Phoenix Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
	862170	15950	500			Quantum Fund N.V., Standard Chartered Bank, Custodian Services Div., 462 Phoenix Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13
	787149	15948	500			Allied Dunbar International Specialist Fund PLC, c/o HSBC Custodian Dept., Sudam Kalu Ahire Marg, Worli, Mumbai-18
	460535	15945	500			
7	860566	15790	500	03000333	The Jaguar Fund N.V., c/o Stock Holding Corporation of India Ltd., Kalicharan Mehra Estate, LBS Marg, Vikhroli (W), Mumbai-79	
	863222	15791	500			
	860549	15789	500			
	860220	15788	500			
8	876903	10172	500	01803144	Daxaben K. Shah, 10 Laxmi Flats, Shantinagar, Usmanpura, Ahmedabad-380013	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
9	876438	10169	500	01802679	Kapilaben Patel, 14 Gurusandipani Society, Drive-in Road, Navrangpura, Ahmedabad- 380009	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad- 07
10	1304988	12634	500	02220318	Sujatha Kumari R. Karthika, Nr. Veterinary Hospital, Thevally, P.O. Olai, Quilon- 691009	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad- 07
11	859593	16026	500	03001696	Sahara India Savings & Investment Corpn. Ltd., Sahara India Bhavan, Kapoorthala Complex, Aliganj, Lucknow-226020	Quantum Fund N.V., Standard Chartered Bank, Custodian Services Div., 462 Phoenix Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13
	462304	16023	500			Quantum Fund N.V., Standard Chartered Bank, Custodian Services Div., 462 Phoenix Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
	466303	16024	500			Quantum Fund N.V., Standard Chartered Bank, Custodian Services Div., 462 Phoenix Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13
	466310	16025	500			
12	1480933	13605	500	02393548	Kaushlya Maheswari, 69 Subash Marg, Nr. Badnor House, Udaipur-313001	The Peerless General Finance & Investment Co. Ltd., Peerless Bhavan, 3 Esplanade East, Calcutta-69
13	1791082	16406	500	03012802	SMIFS Capital Markets Ltd., Vaibhav, 5th Floor, 4 Lee Road, Calcutta-700020	Citibank International PLC, A/c Indian Exchange Investment Co. Ltd. (Indian Equity Portfolio), c/o Sultanally's Business Centre, Barodawala Mansion, Dr. A.B. Road, Worli, Mumbai-18
	1791080	16404	500			
	1791081	16405	500			

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
14	1641098	--	--	--	Shares dematerialised in January 1998 by the registered holder	--
15	1641464	14458	500	[illegible]	Pushpaben Devrajbhai Patel, 14/47 Gujarat Housing Colony, Nr. Raipur Mill, Ahmedabad-380021	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07
16	1791179	15538	500	02691633	Maloom Singh Surana, 42 Surana Bhawan, Kalaji Goaji Marg, Udaipur-313001	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07
17	1792178	15546	500	02692632	Alka Anand, Hindustan Zinc Ltd., A-86/6 Rajpura Dariba Mines, P.O. Dariba, Rajasthan-313211	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07
18	1793084	15554	500	02693535	Gunjan Bhutalia, c/o Shri Udai Trading Co., Mandi Ki Nal, Udaipur-313001	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07

Sr.	Old Cert. No. (face value Rs.10)	New Cert. No. (face value Re.1)	No. of shares	Folio No.	Registered shareholder (name and address)	Lodger/other information
19	1791474	15554 [as printed]	500	02691928	Asha Chhapiya, c/o Ganesh Lal Chhapiya, 62 Mandi Ki Nal, Udaipur	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07
20	1791242	15539	500	02691696	Mansoor Ali Taj, c/o Bank of Rajasthan Ltd., 39-40 Ashwani Marg, Udaipur-313001	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07
21	1791243	15540	500	02691697	Zulekha Taj, c/o Bank of Rajasthan Ltd., 39-40 Ashwani Marg, Udaipur-313001	Global Securities Ltd., B/14, Dreamland, Nr. Rangsagar Flat, Narayannagar Road, Paldi, Ahmedabad-07

4.6 As stated by R-1 and R-4, every entry above (other than Sr. No. 14) is "Stop Marked Against Court Case".

4.7 It is stated that the City Civil Court, while finally disposing of the Notice of Motion (Exh.5) by order dated 06.09.2000, did not grant any stay in respect of share certificate Nos. 861031 and 1641098. A copy of the Notice of Motion and of that order is placed by

way of a separate list, and R-1 and R-4 rely on it at the hearing of the interim relief.

4.8 It is submitted without prejudice to the above, the R-1 and R-4 stated that they will abide by such interim orders as may be passed by this Bench till final disposal of the Appeal.

5. The Respondent No.1 and the Respondent No.4 thereafter filed a detailed reply on 21.10.2022 vide inward no. 1548 through the authorised officer of R-4, treating the interim reply dated 05.07.2022 as part of it. They have raised the following preliminary objections and then replied para-wise in brief as under: -

5.1 **Suppression of material facts and forum shopping.** The present Appeal was filed on 18.11.2021, but even earlier, on 08.11.2021, the Petitioner had filed First Appeal No. 3543 of 2021 before the **Hon'ble High Court of Gujarat**, which is not disclosed in the Appeal. The City Civil Court had rejected Suit No. 4284 of 1998 on 27.09.2021 leaving the Petitioner to approach the NCLT; yet, while asserting in para 25 of the Appeal that it has no alternative remedy but to approach this Tribunal, the Petitioner was already challenging the same order in the High Court (prayer 8(B) of the First Appeal seeking that the order be quashed). **These contradictory stands before two fora**, according to R-1 and R-4, amount to *suppressio veri* and *suggestio falsi* and an afterthought. They came to know of the

First Appeal only in August 2022 and appeared before the High Court on 24.08.2022. The copies of the First Appeal and its status are placed as Annex.-R/1 (Colly.). The Appeal, it is urged, deserves dismissal with exemplary costs.

5.2 **Limitation and non-existence of the entity in whose name proceedings were conducted.** The Petitioner was known as Tirupati Trade Comm. Pvt. Ltd. till March 1995; by Board resolution dated 20.03.1995 its name was changed to Tirupati Trade Comm. Ltd. (ROC certificate dated 31.03.1995) and by Board resolution dated 01.04.1995 to Tirupati Fin-Lease Ltd. (ROC certificate dated 18.04.1995). Despite this, Civil Suit No. 4284 of 1998 and Company Petition No. 20/111A/CLB/WR/2006 were filed and prosecuted up to 2021 in the name of the erstwhile company, which had no existence after 31.03.1995, by its erstwhile Director, who signed the pleadings and used the common seal of that defunct entity. This came to the knowledge of R-1 and R-4 only upon seeing Annexure-A to the Appeal. Such proceedings, it is said, are **void ab initio** and **non est**, and cannot be used to save or enlarge limitation, so that the Appeal is hopelessly barred and was filed by misleading the Courts.

5.3 **Non-service.** After notice was issued to R-1 to R-32, the notices sent by the Petitioner by RPAD to the respective Respondents are said to have been

returned unserved. As the other Respondents are the claimants/lodgers of the suit shares, hearing without due service would be futile, and the Petitioner's service affidavit does not disclose the true position.

5.4 The Respondents (R-1 and R-4) has further dealt para wise, briefly as under:

- i) Para IV(1) of the Appeal is formal and needs no comment.
- ii) Para IV(2): the details of the alleged purchase of 3,350 shares are disclosed for the first time; neither the plaint of Suit No. 4284 of 1998 nor any evidence contained them; the Petitioner is put to strict proof. A purchaser from the market does not acquire ownership of share certificates merely by purchase, unless the certificate together with a duly executed transfer form is lodged with the company/Bank and its RTA registers the transfer. The Petitioner, being a broker in the transactions, cannot claim title unless the lodgers and the other brokers in the chain give their no-objection, which itself requires adjudication of title between the Petitioner and the lodgers/registered holders.
- iii) Paras IV(3) and IV(4): the Petitioner is only a broker and is neither the registered holder nor the ultimate buyer/lodger. It took no step to substantiate the alleged loss: it never gave notice to the Stock Exchange through which it traded so that the loss could be displayed on the notice board and further dealing restrained, and it filed no complaint with the local Stock Exchange. The loss is denied for want of proof. The Petitioner never lodged the certificates for transfer. The averments are vague: the date of loss is not stated, and it is unclear whether the certificates were lost with blank signed transfer deeds or with deeds executed in the transferee portion. R-1 wrote to the Petitioner on 27.03.1998 calling for these details, which were never furnished (Annex.-R/2).

The details of the present holders and lodgers have already been furnished with the interim reply.

- iv) Paras IV(5) to IV(9): in the plaint of Suit No. 5039 of 1994 the Petitioner pleaded loss of 2,150 shares but prayed only for a stop-transfer order, not for duplicates; for the same cause of action it could not file separate suits for each prayer. The summons with the ad-interim injunction reached the then RTA only in October 1994 (case papers received on 26.10.1994), whereas the suit shares had already been transferred in August 1994, i.e. before any intimation of the suit or injunction. The RTA nevertheless immediately made a "Stop Transfer" endorsement in the Share Register. The Petitioner did not produce its letter dated 27.01.1997, but only the reply of R-2 dated 04.02.1997, para 4 of which says that duplicates will not be issued unless a certified copy of the Court's final order is received. Realising its own omission, the Petitioner filed Suit No. 2213 of 1997 on 02.04.1997 and now wrongly blames the Respondents. The City Civil Court, in its final order on Exh.5 dated 06.09.2000, granted no stay in respect of certificate Nos. 861031 and 1641098, which were not part of the subject matter of the suits till 2000; the ad-interim order of this Tribunal dated 27.06.2022 is therefore to be modified to that extent. Further, those two certificates have since been transferred/dematerialised and, being traded on the depository platform, cannot be traced; continuing the restraint would prejudice many genuine registered holders, make compliance impossible for the Bank/RTA and invite multiplicity of proceedings. Annex.-R/3 to R/6 (letters dated 27.01.1997 and 04.02.1997 and the plaints of both suits) are placed on record.
- v) Paras IV(10) to IV(14) are denied. R-1 states that it never instructed its Advocate, Mr. H.R. Shah, that duplicates would be issued if the suits were

withdrawn. The Bank's letter No. S&B/1181 dated 24.06.1996, to which the Advocate's letter dated 13.11.1997 refers, did not relate to the Petitioner's suits. That letter was one of several issued after the Bank's Ahmedabad Local Head Office reviewed pending cases with 25 lawyers and, by letter No. S&B/1011 dated 30.03.1996, classified, in three categories, cases filed by original allottees for non-receipt of certificates after allotment. The Petitioner is not an original allottee and its suits were never in the list given to the Advocate; his letter was therefore not on instructions and may reflect a misunderstanding. When the Petitioner approached the local head office with that letter, it was asked to produce the orders so that the Bank could take the matter up with the Advocate (Annex.-R/7 and R/8).

- vi) Paras IV(15) and IV(16): the certificates were never received for transfer from the Petitioner but were lodged by third parties; though the seal of the erstwhile Petitioner company appears in the broker's column, seals of other brokers follow it, so that title requires adjudication and the Bank could not issue duplicates without it. There was a mistake in the certificate numbers originally pleaded, corrected by an amendment allowed in March 2000; certificate Nos. 861031 and 1641098 were not in the prayer of the suit filed on 25.08.1998, and the City Civil Court never stayed them. The claim for those two should be rejected and the rest adjudicated.
- vii) Paras IV(17) and IV(18): the averments on joinder of R-5 to R-32 are vague. R-3 furnished complete details of registered holders and lodgers and, by letter dated 06.09.2005, asked the Petitioner to implead them; the Petitioner did not, although R-1 raised non-joinder before the CLB, and moved for joinder only when the suit reached the evidence stage (Annex.-R/9 Colly.). The Petitioner produced only the order dated 06.09.2000, not

the injunction application, which R-1 and R-4 have placed on record with the interim reply.

- viii) Paras IV(19) to IV(21) are matters of record. (i) Para IV(22) is vague; the alleged discrepancy in certificate numbers has no co-relation with the written submissions dated 03.09.2021. When the suit reached evidence, the then City Civil Judge had suo motu framed a preliminary issue (Exh.145, 09.11.2017) whether the Court had jurisdiction, which led to the written submissions and to the order of 27.09.2021. (j) Para IV(23) merely reproduces legal submissions and para IV(24) is a matter of record. (k) Paras IV(25) and IV(26) are not admitted; the Petitioner, having already filed First Appeal No. 3543 of 2021, suppressed that fact while asserting that it had no alternative remedy.
- ix) R-1 and R-4 accordingly submit that the Petitioner is entitled to neither the interim relief nor the final reliefs, that the Appeal is barred by limitation and suffers from suppression, and pray that it be dismissed with exemplary/compensatory costs, reserving liberty to file further affidavits.

6. The Respondent No.4 has further filed a separate reply on 14.02.2025 vide inward no. D-966 through its authorised officer, Mr. Akram Shaikh, opposing the appeal. The reply in brief substance is stated as under: -

- 6.1 As stated, the averments of the Petition are denied as false, frivolous and vexatious save those specifically admitted; the reply is filed for the limited purpose of placing certain facts on record, with liberty to file a detailed reply. The affidavit already filed by R-1 and R-4 deals in detail with the Petitioner's contentions, and R-1 stated that the share certificates alleged to

be lost already stand in the names of various shareholders, whose details have been furnished.

- 6.2 As submitted, the Petitioner has initiated numerous proceedings on the same issue, including at least three civil suits and a proceeding before the Company Law Board, but in none of them has it obtained a final order for transfer of the shares back to it; the for granted interim stays only.
- 6.3 The Petitioner stated that it acquired the shares from a "local market" at Ahmedabad. The Securities Contracts (Regulation) Act, 1956 recognises no local market; the only market is the Stock Exchange, and purchases outside the Exchange are illegal unless made on a spot-delivery basis, which is not the Petitioner's case.
- 6.4 As stated, no evidence authenticates the acquisition of 2,150 shares. The assertion that the shares were bought with blank transfer forms and original certificates signed by the owners is bare and unsupported. A purchaser holding blank transfer forms does not become owner; the seller continues as the owner in the company's records until the transfer deed with the original certificate is lodged and processed favourably, and a blank transfer deed passes no title. R-4 craves leave to rely on judgments of the Hon'ble Supreme Court. The validity of a blank transfer form is also only one year.

- 6.5 As contended, the Petition does not state when and how the certificates were lost or stolen and is internally contradictory. Civil suits were filed in the name of an entity (Tirupati Trade Comm.) that had ceased to exist after April 1995, and orders obtained by a non-existent entity are non est.
- 6.6 It is further contended that the bills produced show that the Petitioner itself buys and sells shares of various companies, but it has not stated whether it did so as proprietor on its own account, for clients, or as broker. It was asked to furnish fresh transfer deeds and a certified copy of the purchase proof, i.e. the contract note and bill showing SEBI registration details, but has not done so. There is also a discrepancy in the number of shares claimed to have been purchased through the local market.
- 6.7 As per the R-4, the records show that the Petitioner did not forward the certificates with blank transfer forms for transfer in its name; the shares appear to have been dealt with by it as a broker/clearing member and have changed hands on many occasions since 1994. Xerox copies of a few blank transfer forms received for transfer are annexed as Annexure-R/1 (Colly.).
- 6.8 The R-4 has further submitted para wise reply. Para I of the Petition needs no comment. Para II is denied; no proof of custody or loss is produced. Para III is denied; the Petition is barred by limitation and, even

though the City Civil Court gave liberty to approach the NCLT, the Petitioner, alleging loss in 1994, has approached this Tribunal after more than twenty years without any application for condonation of delay.

- 6.9 Under reply para 23, referred to para IV: para 1 needs no comment. In para 2, it is denied that there is a local market, and the bills (Annexure-C) and evidence of payment (Annexure-D) do not tally, which is a glaring discrepancy. Para 3 is denied; the Petitioner recalls certificate numbers but gives no date or place of loss and is not sure whether the certificates were lost or stolen. Para 4 is denied; to the best of R-4's knowledge no FIR or police complaint was lodged and no action was taken against any employee or custodian. R-4 has no knowledge of the correspondence dated 16.09.1994 (para 5). In para 6 it is stated that Tirupati Fin-Lease has not itself filed any civil suit for loss of the shares. Paras 7 to 15 relate to R-1 and R-2 and need no comment. Para 16 is denied; as the certificates stood registered in the names of other shareholders, there was no question of issuing duplicates. Paras 17 to 24 concern proceedings before various fora and need no comment. Paras 25 and 26 are denied; the matter involves disputed questions of fact requiring evidence and should not be entertained.

6.10 As regards the prayers in para-V, the R-4 submits that they be refused; no order for duplicates can be passed as the certificates have been dematerialised or are in existence; and, as the shares were never lodged for transfer in the Petitioner's name, it is not entitled to rights, bonus or dividends. The Petition is prayed to be dismissed with costs.

7. The Petitioner, through its Director Shri Bajranglal Agarwal Balkishan, filed two affidavits in rejoinder: one to the reply of R-1 and R-4 dated 27.03.2025 vide inward no. D-2096 and another to the reply of R-4 even dated vide same inward numbers. Both are in substantially identical terms, except indicated in para 7.9 and 7.10 below. They state briefly as under: -

7.1 The deponent is competent; non-dealing with any averment is not an admission; for brevity the replies have not been answered para-wise and liberty is sought to file a further affidavit.

7.2 **Purchase of the shares.** The Petitioner purchased 3,350 equity shares of R-1 from the brokers/parties named in para 2 of the Appeal; the bills (Annexure-C) and the certificates dated 27.03.1997 of the State Bank of Saurashtra, Shahibaug Branch (Annexure-D) are the proof. The Petitioner is not a registered broker and bought the shares for investment and trading purposes.

- 7.3 **Transfer forms and consideration.** The Petitioner had never made any transaction using share transfer forms. Had it dealt with the shares it would have received consideration, or brokerage if it acted as broker/clearing member; it received neither. Though its name changed, there was no change in its directors, registered office or management.
- 7.4 **Prompt action.** As soon as it was learnt about the loss in transit/theft, the Petitioner wrote on 16.09.1994 to R-1 and R-2 requesting that the shares not be transferred, but received no reply. When the prohibitory order was passed in Suit No. 5039 of 1994, it wrote a further letter dated 04.10.1995 to R-2 to stop transfer. The postal/courier receipts for the letter of 16.09.1994 and the later letter are also placed on record as Annexures A and B.
- 7.5 **Suits filed and withdrawn.** The Petitioner is stated to have filed Suit Nos. 5039 of 1994 and 2213 of 1997 without delay. The ad-interim injunction of 30.09.1994 was made absolute on 23.02.1995. The suits were withdrawn on the strength of the letter dated 18.11.1997 of M/s. H.R. Shah & Co., Advocates of R-1, which categorically states that duplicate certificates will be delivered on withdrawal and that SBI has confirmed receipt of the indemnity bond and other documents required by MCS Ltd.

- 7.6 **Letters of R-2 to lodgers.** In 1996 R-2 itself informed the lodgers of transfer documents for these shares in question, by letters dated 07.03.1996 and 21.09.1996, that transfer could not be effected in their favour because a third party had a claim to the shares (Annexure-C of the rejoinder).
- 7.7 **Particulars of purchase and loss.** Vide letter dated 03.04.1998 (placed at Annexure-L of the Appeal) the Petitioner gave R-1 the dates of purchase and the time of loss. Since its grievance remained unresolved despite furnishing the documents, it had to initiate the later proceedings.
- 7.8 **Other Respondents.** After R-1 supplied the particulars of transferors and transferees, the Petitioner joined them as parties in the Civil Court, other fora and this Tribunal; despite service and publication in newspapers, none has appeared or raised any grievance before the Civil Court, this Tribunal or R-1 to R-4. Mr. Bhupendra Surana, son of Mr. Maloom Singh Surana (R-26), and Daxaben K. Shah (R-11) have given their no-objection before the CLB, Mumbai in respect of certificate Nos. 1791179 and 876903 respectively (Annexure-D of the rejoinder).
- 7.9 It is also stated that the Petitioner also complained in 2016-2017 to the BSE Investor Service Centre and the NSE against R-1 for violating Clause 13 of the Listing Agreement, under which an issuer must

promptly notify the Exchange of any attachment or prohibitory order restraining transfer, with the distinctive numbers of the securities and the names of the registered holders; R-1 and R-2 had not intimated the Civil Court's prohibitory order to the Exchange (Annexure-E).

7.10 Difference in the two rejoinders (transfer forms).

In the rejoinder to the reply of R-1 and R-4 the Petitioner says it never made any transaction using share transfer forms. In the rejoinder to the reply of R-4, it adds that the transfer forms annexed by R-4 to its reply "were lost/stolen" and that it had never made any transaction using those forms.

7.11 Parallel High Court proceeding (rejoinder to R-1 and R-4 only). The Petitioner explained that, since it had filed First Appeal No. 3543 of 2021 before the Hon'ble High Court of Gujarat prior to this Appeal, it filed a withdrawal pursis dated 05.04.2023 before this Tribunal to pursue the High Court proceeding, and this Tribunal by order dated 09.05.2023 permitted withdrawal of Company Appeal No. 24 of 2021. As it wished to pursue the present Appeal, it did not press the First Appeal and also filed Civil Application (Direction) No. 1 of 2023 under Section 151 CPC to withdraw its rejoinder and further affidavit filed there. Vide order dated 18.07.2023, Hon'ble High Court permitted withdrawal of First Appeal No. 3543 of 2021 so as to enable the

Petitioner to apply to this Tribunal for revival of the Appeal (Annexure-F). On the Petitioner's Restoration Application No. 3 of 2023, this Tribunal by order dated 05.02.2024 revived the Appeal. The Petitioner therefore denies forum shopping. It prays that the reliefs be granted.

8. The Respondent No.4, through its Authorised Representative, Mr. Akram Sheikh, filed an affidavit in sur-rejoinder on 03.07.2025 vide inward no. D-4423, stating that new facts and documents had been placed on record with the rejoinder and seeking leave to place certain documents and stated briefly as under: -

8.1 It is stated that on a conjoint reading of the bills, the bank statements and the averments, the following is not proved: (i) that the Petitioner bought 3,350 SBI shares; (ii) that it paid for 3,350 shares; (iii) that it acquired 2,150 share certificates bearing the distinctive numbers stated in the Petition; (iv) that it was the legal owner of 2,150 equity shares; and (v) that any FIR was filed to report the loss of the certificates.

8.2 The Petitioner's contention that it never transacted with the share transfer forms shows that it never intended to have the shares transferred in its own name; at the relevant time the only way shares acquired in the secondary market could be transferred was by use of transfer forms.

- 8.3 It is stated that the R-4 is unaware of any letter of 1994, particularly of 16.09.1994. The Petitioner's own letter dated 03.04.1998 (page 53) says the certificates were lost between April and August 1994, so that the Petitioner is itself unsure when the loss occurred. The postal receipt at Annexure-A does not show that it relates to a document dated 16.09.1994.
- 8.4 It is submitted that the bills are not from stockbrokers or sub-brokers registered with SEBI or the Ahmedabad Stock Exchange, although registration under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 was mandatory; the bills are from entities not authorised to deal on the Exchange. The shares were evidently bought outside the Stock Exchange and not on a spot basis, which the Securities Contracts (Regulation) Act does not permit.
- 8.5 The bills relate to purchases on dates such as 01.02.1994, 30.12.1993, 19.04.1994 and 23.03.1994, whereas SBI shares of Rs.10 face value were listed on the Stock Exchange only on 04.03.1994 (Annexure-R/1 (Colly.), the Daily Official List of Quotations of the Bombay Stock Exchange for 3rd and 4th March 1994, downloaded from the BSE website). Transactions in those shares before 04.03.1994 are therefore illegal.
- 8.6 As stated, contrary to the Petitioner's assertion that it never transacted using transfer forms, copies of

share transfer forms in which the Petitioner is shown as the seller are annexed as Annexure-R/2 (Colly.).

8.7 **The Petitioner's no-objections are not reliable:** the NOC of Mr. Maloom Singh Surana was signed by his son without a legal-heir certificate and the signature cannot be verified; the signature of Daxaben K. Shah on her NOC does not match the signature recorded with R-4. Both NOCs deserve to be discarded.

8.8 It is stated that the Petitioner deliberately did not use the efficacious alternative grievance remedy under the SEBI Act and the SCR Act and did not write to the BSE and NSE for redress. As to the Court proceedings, R-4 offers no comment as they are matters of record, but relies on the proceedings to submit that the Petition is liable to be dismissed on grounds of delay, vagueness, want of proof and illegality of the transactions.

9. The Respondent No.1, State Bank of India, through its Assistant Manager of its Banking Operations Department at GIFT City, Gandhinagar, filed an affidavit in sur-rejoinder on 13.08.2026 vide inward no. D-5514, by stating as under: -

9.1 The rejoinder introduced new facts and documents; leave is sought to file the sur-rejoinder and additional documents. The averments of the rejoinder are not

admitted, and non-dealing with any part is not an admission.

- 9.2 The interim reply dated 03.07.2022 and the detailed reply dated 21.10.2022 are to be read as part of the sur-rejoinder. R-1 also relies on the separate reply and sur-rejoinder of its Registrar and Transfer Agent (“RTA”) (R-4), which, according to this affidavit, has dealt in detail with each contention; R-1 therefore confines itself to placing certain facts and documents.
- 9.3 It is contended that the petitioner has not properly clarified the preliminary objection in para 3(B) of the detailed reply and has responded evasively. Its statements about the nature and purpose of its business in the Petition and in the rejoinder are mutually contradictory.
- 9.4 The paragraph 10 of the rejoinder merely repeats para 10 of the Petition, already answered in para 4(E) of the detailed reply, and is denied as false and concocted. R-1 additionally produces, as Annex.- R/10, a letter dated 08.12.2015 written by its erstwhile RTA, Datamatics Financial Services, to the Petitioner.
- 9.5 The paragraphs 14 and 15 of the rejoinder (no grievance by other Respondents; two NOCs): the Petitioner was repeatedly informed by letters that, the matter being sub judice, no step could be taken until a Court declared the rightful person and title

had to be adjudicated by a Court of law. The Petitioner is neither the registered holder nor the ultimate buyer and trades only as a broker; so, merely because some persons gave NOCs or others did not object, R-1 is not bound to accept its claim. The claim concerns right, title and interest and must be tested on evidence.

9.6 **The paragraph 16 of the rejoinder (Clause 13 of the Listing Agreement):** the allegation of non-compliance is categorically denied. The then RTA, MCS Ltd. (R-2), informed the BSE and NSE from time to time of prohibitory orders; following an earlier letter dated 12.12.1997, a further letter dated 23.01.1998 was written (Annex.-R/11). The NSE closed the Petitioner's complaints and informed it by letters dated 09.11.2016 and 21.03.2017 of its Investor Services Cell; the Petitioner, with mala fide intent, nevertheless made a series of complaints, which R-1 replied to during 2016-2017 and again in September 2021 (Annex.-R/12 (Colly.)).

9.7 As stated, the remaining paragraphs of the rejoinder are matters of record. R-1 reserves its rights, and submits that the Petition is untenable in fact and law, devoid of merit, filed without clean hands, and liable to be dismissed with compensatory costs.

10. The Petitioner filed a common reply to the sur-rejoinders of R-1 and R-4 on 09.10.2025 vide inward no. D-6839, again through its director, by stating briefly as under: -

- 10.1 The Petitioner has submitted that Respondent No. 4's claim of being unaware of the letter dated 16.09.1994 concerning the loss of share transfer is difficult to accept. It has stated that the relevant documents relating to the proceedings before the Civil Court and the Company Law Board, Mumbai, have already been placed on record.
- 10.2 In support of its submission, the Petitioner has placed on record a copy of the Rojkam in Civil Suit No. 5039 of 1994 as Annexure A. It has relied upon the proceedings dated 23.11.1994, which record that the Vakalatnama of Defendant No. 1 was filed and Defendant No. 2 had been served but was absent. Defendant No. 2 was MCS Limited, the Registrar and Transfer Agent of Respondent No. 1.
- 10.3 The Petitioner has contended that Respondent No. 4 cannot reasonably claim ignorance of the letter dated 16.09.1994 in view of the earlier proceedings. It has further alleged that Respondent Nos. 1 and 2 had been served with notices in Civil Suit No. 5039 of 1994 in 1994 but did not promptly inform the Stock Exchange about the orders passed in the suit.
- 10.4 The Petitioner has relied upon **Regulation 90(2)(d)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Clause 13 of the Listing Agreement. It has submitted that these provisions require intimation to the recognised Stock Exchange regarding prohibitory or attachment orders

restraining the transfer of securities or units, along with the relevant particulars.

- 10.5 Regarding the objections raised by the Respondents to the no-objection certificates (NOCs) submitted by two Respondents and placed on record with the Petitioner's rejoinder, the Petitioner has stated that the NOCs had been submitted before the Company Law Board, Mumbai. It has further contended that the Respondents have not placed any documentary proof showing that they had objected to those NOCs before the Company Law Board.
- 10.6 The Petitioner has specifically disputed Respondent No. 4's contention that the NOC signed by Daxaben K. Shah was doubtful because the signature did not match the signature available in its records. The Petitioner has submitted that Respondent No. 4 has not produced any supporting documents before the Tribunal to substantiate this objection.
- 10.7 The Petitioner has sought to rely upon its earlier pleadings filed in the present proceedings and has prayed that the reliefs sought in the Company Appeal be granted.
- 11.** The Petitioner has filed Written Submissions along-with judgments on 19.02.2026 vide vide e-filing no. 2401105015112021/18. The major contentions of the Petitioner are as follows: -

- 11.1 The Petitioner submits that it purchased 3,350 equity shares of Respondent No. 1, State Bank of India, from brokers and other parties. It relies upon the purchase bills and payment certificates issued by State Bank of Saurashtra, Shahibaug Branch, Ahmedabad, as referred to in Annexures C and D of the Appeal.
- 11.2 The Petitioner states that 2,150 equity shares, represented by the certificate numbers specified in the written submissions, along with the duly signed transfer deeds, were lost in transit or stolen while in its custody. It relies upon Annexure E of the Appeal in support of this submission.
- 11.3 The Petitioner submits that it is not a registered broker and had purchased the shares for investment and trading purposes. It further states that it neither received any sale consideration nor earned any brokerage from the transactions involving the disputed share transfer forms.
- 11.4 The Petitioner states that, immediately after discovering the loss of the share certificates and signed transfer deeds, it issued a letter dated 16.09.1994 to Respondent Nos. 1 and 2, requesting them not to transfer the shares to any other person. It submits that no reply was received to the said letter.
- 11.5 The Petitioner further states that, after the prohibitory order was passed in Civil Suit No. 5039

of 1994, it issued another letter dated 04.10.1995 to Respondent No. 2, requesting that the transfer of the concerned shares be stopped. It relies upon Annexures A and B of its Affidavit in Rejoinder.

11.6 The Petitioner submits that it instituted Civil Suit Nos. 5039 of 1994 and 2213 of 1997 before the City Civil Court, Ahmedabad, in relation to the disputed shares. It relies upon Annexures F and I of the Appeal in support of the earlier proceedings.

11.7 The Petitioner states that the City Civil Court granted an ad-interim injunction on 30.09.1994 in Civil Suit No. 5039 of 1994 and subsequently made the rule absolute until the decision of the suit by order dated 23.02.1995. It relies upon Annexure G of the Appeal.

11.8 The Petitioner submits that it withdrew Civil Suit Nos. 5039 of 1994 and 2213 of 1997 on the basis of the letter dated 18.11.1997 issued by M/s. H.R. Shah & Co., Advocates for Respondent No. 1. According to the Petitioner, the letter stated that duplicate share certificates would be delivered upon withdrawal and that SBI had confirmed receipt of the indemnity bond and other documents required by MCS Limited. It relies upon Annexure J of the Appeal.

11.9 The Petitioner further submits that Respondent No. 2 issued letters in 1996 to persons who had lodged transfer documents, stating that the transfers could not be effected because a third party had claimed the

shares. It relies upon Annexure C of its Affidavit in Rejoinder.

11.10 The Petitioner states that it also addressed a letter dated 03.04.1998 to SBI, providing details of the dates of purchase and the time when the shares were lost. It submits that, despite furnishing the requisite documents, its grievance remained unresolved, compelling it to pursue further legal proceedings.

11.11 The Petitioner submits that it lodged complaints with the BSE Investor Service Centre and the National Stock Exchange, alleging that Respondent Nos. 1 and 2 had failed to inform the Stock Exchange about the prohibitory order passed by the Civil Court. It relies upon Annexure E of its Affidavit in Rejoinder and invokes Clause 13 of the Listing Agreement concerning intimation of attachment or prohibitory orders affecting securities.

11.12 Regarding limitation, the Petitioner submits that the present Appeal was filed pursuant to the orders dated 27.09.2021, 30.09.2021 and 27.10.2021 passed by the City Civil Court, Ahmedabad, in Civil Suit No. 4284 of 1998, whereby liberty was granted to approach the NCLT. It relies upon Annexures P, R and Z of the Appeal.

11.13 The Petitioner states that, after obtaining the particulars of the transferors and transferees from Respondent No. 1, it impleaded them as parties before the Civil Court and other forums. It submits

that, despite service and publication of notices, Respondent Nos. 5 to 32 did not appear or raise any grievance before the Civil Court, the Tribunal or Respondent Nos. 1 to 4.

11.14 The Petitioner submits that Mr. Bhupendra Surana, son of Mr. Maloom Singh Surana (Respondent No. 26), and Daxaben K. Shah (Respondent No. 11) had given their no-objection certificates before the Company Law Board, Mumbai, concerning Share Certificate Nos. 1791179 and 876903, respectively. It relies upon Annexure D of its Affidavit in Rejoinder.

11.15 The Petitioner denies the allegation of forum shopping and states that no appeal or petition remains pending before the Gujarat High Court. It further disputes Respondent No. 4's claim of being unaware of the letter dated 16.09.1994 and alleges that Respondent Nos. 1 and 2 failed to inform the Stock Exchange about the Civil Court's orders despite service of notices. It relies upon Annexure A of its Reply to the Sur-Rejoinder and invokes Regulation 90(2)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, along with Clause 13 of the Listing Agreement.

12. The Respondent No.1 also filed Written Submissions along-with judgments on 08.01.2026 vide inward no. D-209. The contentions of the Respondent No.1 are as follows: -

- 12.1 The Respondent No. 1, in its Written Submissions dated 06.01.2026, has reiterated its preliminary objection that the present Company Appeal is barred by limitation. It contends that the earlier proceedings were conducted in the name of the erstwhile company despite the change of its name in 1995, and that the present claim has been brought after more than 25 years.
- 12.2 The Respondent No. 1 submits that the Petitioner has not established the purchase of 3,350 equity shares or its ownership of the disputed 2,150 shares through reliable evidence. It further contends that the particulars of purchase were not disclosed in the earlier civil suit and that the Petitioner has failed to satisfactorily explain the alleged loss or theft of the share certificates.
- 12.3 The Respondent No. 1 submits that, in Civil Suit No. 5039 of 1994, the Petitioner sought prohibitory orders against transfer of the shares, whereas in Civil Suit No. 2213 of 1997, it sought duplicate share certificates. Both suits were subsequently withdrawn, and, according to Respondent No. 1, no unequivocal liberty was granted to institute fresh proceedings for the same cause of action.
- 12.4 The Respondent No. 1 contends that the City Civil Court, Ahmedabad, by order dated 06.09.2000, did not grant an injunction concerning Share Certificate Nos. 861031 and 1641098. It submits that these

certificates were not included in the subject matter of the earlier suits until 2000 and that the restraint concerning them should be vacated, particularly because the shares have been dematerialised and third-party rights may be affected.

12.5 The Respondent No. 1 denies that it instructed its advocate, Mr. H. R. Shah, to assure the Petitioner that duplicate share certificates would be issued upon withdrawal of the civil suits. It contends that its letter dated 24.06.1996 did not concern the Petitioner's suits and that the advocate's letter dated 18.11.1997 was not issued pursuant to any such instructions from the Bank.

12.6 The Respondent No. 1 submits that the disputed share certificates were not lodged with it for transfer by the Petitioner but were lodged by third parties. It contends that the appearance of the Petitioner's former company seal in the broker's column, along with the names and seals of other brokers, indicates subsequent dealings in the shares and that the Petitioner's claim cannot be accepted without proper adjudication of title.

12.7 The Respondent No. 1 further contends that the Petitioner had not adequately clarified the objections concerning its nature of business and the alleged purchase transactions. It relies upon the letter dated 08.12.2015 issued by its erstwhile Registrar and Transfer Agent, Datamatics Financial Services, and

submits that the Petitioner is neither the registered shareholder nor the established rightful owner of the disputed shares.

12.8 The Respondent No. 1 disputes the allegation that the prohibitory orders were not communicated to the Stock Exchanges. It relies upon the letter dated 23.01.1998 issued by the erstwhile Registrar and Transfer Agent to the Stock Exchanges and the correspondence concerning the Petitioner's complaints during 2016–2017 and 2021. On these grounds, it submits that the appeal is devoid of merit and deserves dismissal with compensatory costs.

13. The Respondent No.4 also filed Written Submissions along-with judgments on 19.11.2025 vide inward no. D-7652. The contentions of the Respondent No.4 are as follows: -

13.1 The Respondent No. 4, in its Written Submissions dated 17.11.2025, opposes the transfer of 2,150 equity shares of Respondent No. 1 in the name of the Petitioner and the consequential reliefs sought in the Company Appeal.

13.2 The Respondent No. 4 submits that the Petitioner claims to have purchased 3,350 equity shares through the local market at Ahmedabad. It contends that the alleged transactions were not conducted through a Stock Exchange or shown to qualify as

spot-delivery transactions under the Securities Contracts (Regulation) Act, 1956.

- 13.3 The Respondent No. 4 relies upon Sections 2(i), 13, 16 and 18 of the Securities Contracts (Regulation) Act, 1956, and contends that the entities named in the purchase bills were not registered stockbrokers with SEBI. It submits that the alleged acquisition was contrary to the applicable legal requirements.
- 13.4 The Respondent No. 4 further submits that the shares of Respondent No. 1 having a face value of Rs. 10 were listed on the Stock Exchange on 04.03.1994. It contends that the transactions allegedly undertaken before that date could not have been validly carried out through the Stock Exchange.
- 13.5 The Respondent No. 4 submits that the figures and particulars in the purchase bills, bank statements and transaction records do not tally. It therefore disputes the existence of conclusive documentary proof establishing the Petitioner's acquisition of the disputed 2,150 shares.
- 13.6 The Respondent No. 4 relies upon copies of the share certificates and transfer forms produced on record, which, according to it, show the Petitioner's name as the party delivering the shares for transfer and subsequent market transactions. It contends that the Petitioner did not submit the certificates with transfer forms for registration in its own name.

- 13.7 The Respondent No. 4 submits that the Petitioner has not established when or how the disputed share certificates were allegedly stolen. It also refers to an alleged finding of a quasi-judicial authority concerning the interception of delivery of shares by the Petitioner, despite the Petitioner allegedly not being their owner.
- 13.8 The Respondent No. 4 contends that the Petitioner has pursued proceedings before various judicial forums without obtaining an order directing transfer of the disputed shares in its favour. It further submits that the certificates continue to exist and that duplicate certificates cannot be issued when the shares stand transferred in the names of other legal entities.
- 13.9 The Respondent No. 4 submits that the appeal involves disputed questions of fact concerning the acquisition, custody, transfer and ownership of the shares. It therefore opposes the grant of the reliefs sought by the Petitioner.
- 14.** The Petitioner has filed Pursish, two Affidavits of Compliances on 03.06.2026, 20.08.2026, 08.09.2026 vide Inward Diary No. D-00000, D-00000, D-00000. The major contentions of the Petitioner are as follows: -
- 14.1 The Petitioner filed a pursis dated 03.06.2026, seeking permission to place legible copies of the documents forming part of Annexure C of the Company Appeal on record. The documents were

stated to evidence payment made towards the purchase of shares.

- 14.2 The Petitioner annexed copies of the purchase bills and related payment documents issued by K.K. Finance and Sharp Finance, among others. These documents were submitted in support of the Petitioner's claim regarding payment for the shares.
- 14.3 The Petitioner thereafter filed an affidavit in compliance with the Tribunal's order dated 30.07.2026, which directed it to produce proof of authorisation or the Vakalatnama of the Advocate who had represented Respondent No. 1 in Civil Suit Nos. 5039 of 1994 and 2213 of 1997.
- 14.4 The Petitioner relied upon the Rojkam of Civil Suit No. 5039 of 1994, which records the filing of the Vakalatnama of Respondent No. 1 in favour of Advocate Shri H.R. Shah and his appearance on behalf of the Bank. It also relied upon the Rojkam of Civil Suit No. 2213 of 1997, which records the filing of his Vakalatnama.
- 14.5 The Petitioner further relied upon the letter dated 18.11.1997 issued by M/s. H.R. Shah & Co., Advocates, stating that duplicate share certificates would be delivered upon withdrawal of the civil suits. It submitted that the withdrawal of the suits was based on the said communication.

- 14.6 The Petitioner also relied upon its letter dated 03.04.1998 addressed to Respondent No. 1, in which Shri H.R. Shah was described as the Bank's Advocate and the Defendant's Advocate. It further relied upon SBI's letter dated 01.05.1998, which referred to the conditional withdrawal of the two civil suits and requested certified copies of the withdrawal orders.
- 14.7 The Petitioner contended that the judicial records and correspondence supported its submission that Shri H.R. Shah had appeared on behalf of Respondent No. 1. It maintained that it had acted bona fide on the basis of the representation made by the Advocate and had no reason to doubt his authority.
- 14.8 Pursuant to the Tribunal's order dated 20.08.2026, the Petitioner filed a further affidavit placing typed copies of the relevant Rojkams and related judicial records on record. The Petitioner relies upon these documents, the Vakalatnama produced from another proceeding involving SBI, and the correspondence exchanged with SBI and M/s. H.R. Shah & Co. to support its contention that the civil suits were withdrawn on the assurance that duplicate share certificates would be issued. The evidentiary value of these documents is considered below.
- 15.** The Respondent No.1 also filed Affidavit in Compliance on 23.09.2026 vide inward no. D-0000. The contentions of the Respondent No.1 are as follows: -

- 15.1 The Respondent No. 1, through its authorised officer, Mr. Rajiv Kumar Ranjan, Assistant General Manager, filed the Affidavit in Compliance pursuant to the orders dated 30.07.2026, 20.08.2026 and 10.09.2026, placing on record the additional documents and clarifications sought by this Tribunal.
- 15.2 The Respondent No. 1 states that, despite searching its old records, it could not trace any authority letter authorising Advocate H.R. Shah to represent the Bank in Civil Suit Nos. 5039 of 1994 and 2213 of 1997 or to undertake issuance of duplicate share certificates. It acknowledges that the certified Rojkams record his appearance on behalf of the Bank. The Rojkams, with English translations, are annexed as Annexures R/1/13 and R/1/14 (Colly.).
- 15.3 The Respondent No. 1 disputes that the alleged letter dated 18.11.1997 was issued or approved by the Bank. It relies upon its letter dated 14.07.1998, annexed as Annexure R/1/17, stating that duplicate certificates would not be issued without a separate Court order. It also relies upon the records concerning the de-panelment of Advocate H.R. Shah, annexed as Annexure R/1/16 (Colly.).
- 15.4 The Respondent No. 1 disputes the relevance of the Vakalatnama relied upon by the Petitioner, stating that it relates to Civil Suit No. 4489 of 1994 instituted by Suvarnakumari C. Shah and not to either of the two suits in question. Respondent No. 1 submits that it has complied with the Tribunal's directions by obtaining

and filing the available judicial records and clarifications. The affidavit was affirmed on 22.09.2026 and filed on 23.09.2026.

- 16.** We have heard the learned counsel for the Petitioner and Respondent Nos. 1 and 4 and perused the pleadings, documents, written submissions and affidavits of compliance on record. Respondent Nos. 2 and 3 and Respondent Nos. 5 to 32 have neither appeared nor filed replies. Their non-appearance, however, does not dispense with the Petitioner's obligation to establish its entitlement to the reliefs claimed.
- 17.** The Appeal refers to sections 46,56,58 and 59 of the Companies Act, 2013. The Appeal seeks relief relating to transfer of 2150 equity shares in the name of the petitioner, rectification of register of members of the company and deletion of name of any person appearing in the Register of Members in respect of the said shares. Further, it seeks direction in regard to all benefits including rights, bonus, dividends, and other benefits accruing qua the said shares.
- 18.** Section 56(2) of the Companies Act, 2013 provides for issue of duplicate certificates, if such certificate is proved to have been lost or destroyed; or has been defaced, mutilated or torn and is surrendered to the company. The petitioner's case is that share certificates have either been lost or misplaced. The pleadings refer to addressing letters to the company and the share transfer agent, filing civil

suites, compliant to the stock exchange. The Respondent contends that the claim of losing or misplaced is not proved, for example, by lodging a First Information Report with the Police Authorities or any other contemporaneous records other than filed in the Pleadings. We will deal with the primary documents later on in this order. T

- 19.** Regarding relevance of Section 56 of the Act, we note that the Petitioner has neither submitted the share certificates nor instrument of transfer to the company. Therefore, we are of the view that provisions of Section 56(4) of the Act do not apply to the facts of the case.
- 20.** In this case, the instrument of transfer and share certificates were not delivered by the Petitioner to the company and therefore appeal against refusal of such a transfer does not lie under subsections (3) or (4) of Section 58 of the Companies Act, 2013.
- 21.** The principal relief sought is transfer and rectification of the Register of Members in respect of 2,150 equity shares of Respondent No. 1, together with issue of duplicate share certificates, consequential benefits from 16.09.1994 and damages.
- 22.** Now, we consider applicability of section 59 of the Act. Section 59 applies when either the name of any person is, without sufficient cause, entered in the register of members of a company, or after having entered in the register is without sufficient cause is omitted therefrom, or if a default is made, or unnecessary delay takes place in

entering in the register, the fact of any person having become or ceased to be a member.

23. The Respondent No.1 and 4 submits that the share certificates in question were transferred in the name of various persons and information for the same has been filed and these shares are being traded. The Petitioner seeks deletion of their names. Such a relief would be consequential if the prayer that the Petitioner name needs to be entered in the register of members and duplicate share certificates issued to it. To decide this prayer, we refer to the documents that forms part of pleadings.

24. Annexure C (Pages 24 to 28) of the Petition are copies of Bills submitted by the Petitioner.

- Page 24 is a copy of bill dated 4.4.1994 issued by K.K. Finance to the Petitioner showing purchase of shares of various companies including 100 shares of State Bank. Total bill amount is of Rs 1,59,550.
- Page 25 is totally illegible.
- Page 26 is bill dated 15.04.1994 issued by Kapil Finance for purchase of 200 shares of State Bank on 01.02.1994 for Rs 60,000.
- Page 27 is a bill of Sharp Finance dated 18.04.1994 showing purchase of 400 shares of State Bank on 30.12.1993 along with other shares for Rs 1,21,000.
- Page 28 is a bill of Ankit Invest dated 25.04.1994 for sale and purchase of shares including purchase 200 shares of State Bank. The net bill is for Rs 95,000.

- Page 29 is a bill of Sharp Finance dated 25.04.94 for purchase and sale of shares including purchase of 450 shares of State Bank.
- 25.** The above bills show that the Petitioner was engaged in purchase and sale of shares through brokers. It purchased and sold other shares of other companies also.
- 26.** Pages 30 to 33 (Annexure D) of the Petition contains certificates issued by State Bank of Saurashtra showing issue of cheques by the Petitioner to persons namely Ankik Investor, Kapil Finance, and K.K. Finance.
- 27.** Pages 34 and 35 (Annexure E) of the Petition provides information on 23 share certificates stating folio holder name, lodger folio name, and month/year of lodging, and remarks.
- 28.** Respondent R-4 (K Fin Technologies Limited) filed an Affidavit in Reply on 13.02.2025. Annexure R-1 are xerox copies of a few of the blank transfer forms which were received by the Respondent for the purpose of transferring the shares in their name. For example, page 13 shows names of delivery broker and names are Jalaram Investment, Tirupati Trade-Comm Pvt. Ltd, Ashoka Holdings and three more. Similarly, page 15 shows name of Ekta Consultancy, Tirupathi Trade Com Pvt. Ltd, Ashoka Holdings, and for more. Page 17 also shows names of delivery broker as Ekta Consulting, Tirupathi Trade-Com Pvt. Ltd., Ashoka Holdings, and many more.

29. Respondent No.4 filed another Affidavit in Sur- Rejoinder on 2.7.2025 and it has been contended that along with other things, the Petitioner has not proved filing of FIR to report loss of the share certificates. The Affidavit encloses Annexure R-2 being copies of the Share Transfer Forms, wherein the name of the Petitioner is shown as having sold the shares. The relevant contents of these share transfer forms is discussed below: -

- Page 11 shows name of delivery broker as Bhavani Investment, Tirupathi Trade-Comm Pvt. Ltd. Ashoka Holdings, Vardhman Agency Pvt. Ltd, and two more. Page 12 is corresponding share certificate and page 13 shows transferee as Bharat Forge Limited.
- Page 15 shows name of delivery brokers as Bhavani Investment Palanpur, Tirupathi Trade-Com Pvt. Ltd, Ashoka Holdings and three more brokers. The share certificate was lodged by Bharat Forge Limited and Bhavani Investment (as a witness) and share was dematerialised. A copy of share certificate is also attached which was submitted for dematerialisation.
- Pages 22 to 25 is another set of share transfer from and includes a copy of share certificate that was lodged/surrendered by Bharat Forge Limited for dematerialisation. This transfer from also includes name of delivery brokers as Bhavani Investment, Tirupathi Trade-Com Pvt. Ltd, Ashoka Holdings, and some more brokers.

- 30.** The above documents show that the Petitioner name appears in the chain of broker in the Share Transfer Form/Share Certificate which led to filing of this Form and share certificates to the Share Transfer Agent for dematerialisation. These documents are filed by Respondent No.4 but the Petitioner has not explained the context and reasons that led to inclusion of its name on the share transfer form as a delivering broker. There is no answer to the question that when and why it names appear as a delivering broker.
- 31.** The principal question is whether the Petitioner has established a legally sustainable entitlement to the disputed 2,150 equity shares so as to warrant transfer, rectification of the Register of Members and issuance of duplicate share certificates. The burden rests upon the Petitioner to establish its claim through reliable evidence identifying the particular shares and proving its continuing entitlement to them.
- 32.** Annexure-C contains bills relied upon to establish the alleged purchases, while Annexure-D contains payment certificates issued by State Bank of Saurashtra. Annexure-E records particulars of certain disputed share certificates. These documents must be considered together to determine whether they establish a reliable correlation between the alleged purchases, the payments, the certificate numbers and the 2,150 shares claimed. The Petitioner's engagement in share trading and its role, if

any, as a broker must also be considered in evaluating the transactions.

- 33.** In ***State Bank of India & Anr. v. Kamlesh Kalidas Shah & Ors.***, Company Appeal (AT) No. 70 of 2018, decided on 17.01.2019, the Hon'ble National Company Law Appellate Tribunal considered the applicability of the Companies Act and the jurisdiction of the Company Law Tribunal in a dispute concerning transfer of securities of SBI. The decision is relevant to the jurisdictional objection; however, it does not dispense with the requirement that the Petitioner prove its entitlement to the particular shares claimed in the present Appeal.
- 34.** In ***Mafatlal Industries Ltd. v. Gujarat Gas Co. Ltd. & Ors.***, (1999) 97 Comp Cas 301 (Guj); (1998) 2 GLR 1436, the Hon'ble Gujarat High Court considered the statutory remedy concerning transfer of shares and rectification of the register. The decision supports the availability of the statutory remedy where its requirements are satisfied, but does not relieve the Petitioner of the burden of proving its own entitlement to the disputed securities.
- 35.** The Petitioner relies upon the purchase bills in Annexure-C, payment certificates in Annexure-D and share particulars in Annexure-E. Respondent Nos. 1 and 4 dispute whether these documents sufficiently correlate with all the shares claimed. On consideration of the material described in the pleadings, the necessary correlation between the alleged purchases, payments and

each disputed certificate has not been established with sufficient certainty.

- 36.** The Petitioner asserts that the share certificates and signed transfer deeds were lost in transit or stolen. The material on record, as presented, does not sufficiently establish the circumstances of the alleged loss, the chain of custody, or the Petitioner's continuing title to each disputed share. The absence of a police complaint or other contemporaneous record is a relevant evidentiary circumstance, though it is not treated as conclusive by itself.
- 37.** The certified Rojkams of Civil Suit Nos. 5039 of 1994 and 2213 of 1997 record the appearance of Advocate H.R. Shah on behalf of SBI. However, Respondent No. 1 states that it could not trace an authority letter empowering him to undertake issuance of duplicate share certificates. The recorded appearance establishes what is reflected in the judicial record, but does not, by itself, establish that the Bank authorised or approved the specific undertaking alleged in the letter dated 18.11.1997.
- 38.** The letter dated 18.11.1997 and the subsequent correspondence relied upon by the Petitioner have been considered along with SBI's reply dated 14.07.1998. These documents do not independently establish the Petitioner's ownership of all the disputed shares or provide a sufficient basis for ordering rectification against the persons reflected in the Bank's records.

- 39.** The non-appearance of certain Respondents or the absence of objections from them cannot, by itself, establish the Petitioner's title to all the disputed shares. The competing material concerning subsequent transfers, delivery brokers and dematerialisation also requires a reliable explanation connecting the Petitioner's alleged acquisition with the specific securities for which relief is sought. On the present record, that connection has not been sufficiently established.
- 40.** The Petitioner seeks rights, bonus, dividends and other benefits from 16.09.1994, together with damages. These claims are consequential upon establishing entitlement to the disputed shares and a legal basis for the relief claimed. As the Petitioner has not sufficiently established its entitlement to the shares, the consequential claims cannot be granted.
- 41.** The Respondent No. 1 has raised an objection concerning limitation and the history of the earlier proceedings. Before any final order is pronounced, the applicable statutory provision and the operative orders passed in the civil proceedings, including the orders dated 27.09.2021, 30.09.2021 and 27.10.2021, must be verified from the certified record. No finding on limitation should be recorded without that verification. If the Appeal is disposed of solely on the merits, the order must expressly state that the limitation objection has not been adjudicated and that no finding is being returned on that issue.

- 42.** For the reasons recorded above, the Petitioner has not established sufficient grounds for directing transfer of the disputed 2,150 equity shares, rectification of the Register of Members, issuance of duplicate share certificates, payment of consequential benefits or award of damages. The reliefs sought in the Company Appeal are, therefore, declined on the merits, subject to the Tribunal's final determination of any issue that is required to be decided before disposal.
- 43.** Accordingly, **Company Appeal No. 24/(AHM)/2021** is **dismissed** on the merits for failure to establish the Petitioner's entitlement to the disputed shares. There shall be no order as to costs.

-SD-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Alpesh (PS)

-SD-

SHAMMI KHAN
MEMBER (JUDICIAL)