

In the National Company Law Tribunal

Division Bench, (Court-I), Kolkata

Comp. Appl. No. 35/ (KB) /2026

In CP No. 57/(KB) /2026

Application under Rule 11 of the National Company Law Tribunal

Rules, 2016;

In the Matter of:

Shrinibash Sahoo & Anr.

...Applicant / Petitioner

Versus

Brijsons Hotel Private Limited & Ors.

...Respondents

And

In the matter of:

Shrinibash Sahoo & Anr.

Applicants / Petitioners

Versus

Brijsons Hotel Private Limited & Ors.

...Respondents

Date of pronouncement of order: 12.06.2026

CORAM:

SMT. BIDISHA BANERJEE, HON'BLE MEMBER (JUDICIAL)

CMDE SIDDHARTH MISHRA, HON'BLE MEMBER (TECHNICAL)

Counsel appeared physically / through video Conferencing

Mr. Ratnanko Banerji, Sr. Adv.] For the Petitioners

Mr. Mainak Bose, Sr. Adv.]

Mr. Tanay Agarwal, Adv.]

Mr. Chitresh Sarogi, Adv.]

Ms. Priyansha Agarwal, Adv.]

Mr. Joy Saha, Sr. Adv.] For the Respondent Nos. 6 and 7

Ms. Urmila Chakraborty, Adv.]

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Mr. Yash Deora, Adv.]

Mr. Arik Banerjee, Adv.] For the Respondent Nos. 2 to 4

Mr. Rajib Mullick, Adv.]

Mr. Abhishek Dutta, Adv.]

Mr. Priyadarshi Parmanik, Adv.]

Ms. Muskan Agarwal, Adv.]

ORDER

Per Bidisha Banerjee, Member (Judicial):

1. The Court convened through hybrid mode.
2. Ld. Counsel for the parties were heard at length.
3. The applicants state that in April, 2026, the applicants have filed Company Petition No. 57/KB of 2026 under Sections 58, 59, 213, 241, 242, 244 and 447 of the Companies Act of 2013 read with Rule 11 of the National Company Law Tribunal Rules, 2016.
4. This Tribunal vide order dated April 08, 2026 directed the Respondents to file their Reply Affidavit at the earliest and till such time there shall not be any further transfer/dilution of shareholding and transfer of assets of the Company.

Submissions of the Applicant

5. That the applicants state that they were shocked and surprised to find that the Respondent Nos. 2, 3 and 4 have illegally and unlawfully filed a purported Form AOC 5 on 22nd April, 2026 in collusion and connivance with each other wherein the Respondent Nos. 2, 3 and have purportedly shown illegal Board Resolution dated 25.03.2026 to contend that the place at which the Books of

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Accounts are to be maintained is shifted to Plot No. 257. Sipasurabali, Baselisahi, Puri-752 001 instead of the registered office of the Company situated at Shantiniketan Building. 8. Camac Street, 2nd Floor, Room No. 206, Kolkata-700 017 w.ef. 1st January, 2026.

6. Ld. Sr. Advocate Mr. Mainak Bose would vociferously allege that such purported Form AOC 5 and the attachments thereto are completely null and void being non-est in the eye of law and the same are liable to be adjudged as illegal, void and unlawful and the same should be delivered up for cancellation:

6.1 As the Respondent No.2 and 4 are not the Directors of the did not have Company and as such, they did not have authority to act as Directors of the Company or to convene any Board Meeting of the Company

6.2 Further, no Board Meeting of the Company was held on 25th March, 2026 or any other day for shifting of the place for maintaining the Books of the Accounts of the Company

6.3 Further, no notice of such Board Meeting was served upon the valid Directors of the Company viz. the Respondent Nos. 6, 8, 9 and 10. In the absence of the valid Board of Directors neither any notice of any Board Meeting can be issued nor any Board Meeting can be held in respect of the Respondent No. 1 Company. further alleged that

6.4 It is further alleged that the Respondent No.2 has been lawfully and legally removed from the Board of the Company on 14th August 2024 and there is no stay passed by any Court of competent Jurisdiction on

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such removal of the Respondent No.2. Hence, he could not have acted as a Director of the Company.

6.5 That as per the master data downloaded on 30th March, 2026 of the Company, the address at which the Books of Accounts are to be maintained is shown as 1/1A, Vansittart Row, Room No.2. Mezzanine Floor, Kolkata-700 001 which has been now shown as Plot No. 257, Sipasurabali, Baselisahi, Puri-752 001 by the Respondent Nos. 2 to 4. As such, it is evident that the purported Board Resolution dated 25th March, 2026 is false, fabricated and manufactured.

6.6 The said purported Board Meeting was purportedly held in gross violation of the relevant provisions of the Companies Act, 2013 and the Rules and Regulations framed thereunder.

6.7 It is alleged that the purported Form AOC 5 was filed by the Respondent Nos. 2, 3 and 4 in collusion and conspiracy with each other to usurp complete control of the Company to the exclusion of the applicants who are admittedly the majority shareholders of and in the Company having 83.83% of the total valid paid-up share capital of the Company.

7. It is further alleged that the Respondent Nos. 2, 3 and 4 have mischievously and illegally filed a purported Form PAS 3 with the ROC on 21st April, 2026 which shows that there has been a purported right issue in the Company. The Respondent Nos. 2, 3 and 4 have mentioned the date of purported

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allotment as 30th March, 2026 and have also mentioned 12th March, 2026 as the date of purported shareholders Resolution and that the purported allotment is made in favour of the "Directors". The applicants state that the respondent nos. 6, 8 to 10 are the valid directors of the company. However, none of them are aware of any allotment whether or at all made in their favour. However, there are no list of allottees attached thereto. The paid-up share capital of the Company is shown as 85,00,000 number of shares of Rs. 10/-each. Such purported Form was diligently signed by the Respondent No. 2. Though fact remains that he is no longer a Director of the Company. Such purported Form PAS 3 and the attachments thereto are all liable to be adjudged as null and void, non-est in the eye of law and are liable to be delivered up for cancellation for it violates order dated 8th April, 2026 passed in respect of and in the affairs of the Respondent No. 1 Company. It is alleged that the Respondent Nos. 2 to 4 have resorted to pursue forgery and manufacturing of documents and that the purported Form PAS 3 is fraudulently filed by the said Respondent nos. 2 to 4.

8. The Applicants allege as follows:

- 8.1 No rights issue was made by the Company and no shareholders meeting was held in the Company.
- 8.2 No notice was served upon the applicants who are the valid shareholders of and in the Company for such purported allotment.
- 8.3 No shareholders' approval was obtained nor was granted in respect of such purported allotment.

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- 8.4 No offer in respect of such purported allotment has been made to the applicants who are the existing shareholders of the company
- 8.5 The purported allotment of shares is in gross contravention of the relevant provisions of the Companies Act, 2013 and the relevant Rules framed thereunder.
- 8.6 The purported allotment of shares is in gross violation of the Articles of Association of the Company.
- 8.7 The purported Form PAS 3 refers to a purported passing of shareholders resolution on 12th March 2026 and the SRN of MGT 14 was mentioned as AC2624199 The applicants state that the SRN number mentioned was of the purported Form MGT 14 illegally filed by the Respondent No. 2 on 12th March 2026 to show the purported reduction of share capital of the Company which is subject matter of challenge in the main Company Petition. The Respondent Nos. 2, 3 and 4 could not have used the reference number of the said Form MGT 14 to now contend that the purported paid-up share capital is now back to Rs. 8,50,00,000.
- 9 It is further submitted that the nominee Directors of the Company who are arrayed as Respondent nos. 8, 9 and 10 have received 3 separate e-mails all dated 24th April, 2026 from the ROC/Respondent No. 5 intimating that the Company has filed a purported Form DIR 12 vide SRN AC1445593 for removal of Respondent Nos. 8, 9 and 10 as Directors of the Company under Section 169 of the Companies Act. By the said notice

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the Respondent No. 5 ROC requested the Respondent Nos. 8 to 10 who are the nominee Directors of the applicants to provide details along with a certified copy of any order, if any, issued by any competent authority prohibiting or restricting the powers of the Company/Board/shareholders against their removal as Directors of the Company within 7 days of the said e-mail.

10 That the applicants have learnt that the said Form had been filed on 20th January, 2026 and thereafter resubmitted on 23rd February, 2026. The applicants verily believe that the Form filed arose out of and related to the said purported Special Notice dated 29th December, 2025 received by each of the respondent nos. 8 to 10 on 30th December, 2025.

11 It is submitted that no notice was thereafter received by the respondent nos. 8 to 10 subsequent to the said purported notice and the intimation letter dated 29th December, 2025 nor has any EOGM been held. As such no Form/documents could have been filed by the respondent nos. 2 to 4 or any of them for removal of the res respondent nos. 8 to 10 as the Directors of the company. The respondent nos. 2 to 4 had thus clearly filed forged, fabricated and manufactured documents in support of the removal of the respondent nos. 8 to 10 as the directors of the company.

12 The applicants thus further pray for delivery up and cancellation of the purported Form DIR 12 and the attachments thereto.

13 Thus it appears that this application has been preferred to seek urgent intervention against alleged continuing and aggravated acts of oppression

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and mismanagement committed by Respondent Nos. 2 to 4 said to be in wilful disregard of the order dated 08.04.2026 passed by this Tribunal.

14 Ld. Sr. Advocate Mr. Mainak Bose would assert that a competent person be appointed as Administrator to supervise the affairs of the Company and no further effect be given to PAS-3 and MGT -14. Company Petition which alleges mismanagement in the R1 Company.

15 We have considered the following submissions:

15.1 That despite pendency of the petition and despite express protective directions of this Tribunal restraining further transfer / dilution of shareholding and transfer of assets, Respondent Nos. 2 to 4 have proceeded in concert to file a series of fraudulent and unauthorized statutory forms before the Registrar of Companies to alter the substratum and control of the Company.

15.2 Respondent Nos. 2 to 4 have illegally filed Form AOC -5 relying upon a fabricated Board Resolution dated 25.03.2026 to falsely show shifting of books of account from Kolkata to Puri, despite no lawful Board meeting having been convened and despite Respondent No. 2 lacking authority to act as director.

15.3 The Respondents have filed a purported PAS-3 showing illegal allotment / right issue massively altering the paid-up capital from Rs. 6.8 lakh to purported Rs. 8.5 crore, in patent violation of the Tribunal's status quo protections, statutory requirements and rights of majority shareholders holding 83.83%.

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- 15.4 Further, Respondents have taken steps through purported DIR-12 filings to remove nominee directors of the applicants from the Board through forged and unauthorized filings, thereby seeking to usurp complete control pending adjudication.
- 15.5 The applicants allege that these acts and constitute a continuing design to overreach and frustrate the subject matter of the main petition.
- 16 Per contra Ld. Counsel for the respondent would vehemently oppose the prayers and seek liberty to file a Reply Affidavit to properly blindly deny the allegations.
- 17 Ld. Counsel alleges that the father being R-2 had trusted R-6. Initially both had 50% shares each, the father's share was reduced to 13% and finally he was removed from Board on 14.08.2014 for which no supporting notice was issued, no EOGM was held. His removal has been challenged in IA (IBC)/14(KB)2024.
- 18 It is alleged that the son after usurping the 83% shareholding has transferred his entire share to the applicants in violation of the interim orders. It is vehemently denied that there has not been any dilution of share of son from 83% and violation of any interim orders as suggested by the applicant.
- 19 It is alleged that the petitioners herein have no locus to file this instant C.P. as well as the interlocutory applications as they are not recognized shareholders of the Respondent no. 1 company. That the petitioners claim

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to be the shareholders pursuant to the transfer of 83.83% shareholding of the Respondent nos. 6 and 7 to them which was done in violation of law without giving first right of refusal to the existing shareholding and without following Section 63 of the Companies Act, 2013. Such transfer of shareholding to respondent Nos. 6 and 7 by the son in violation of interim orders, is under challenge in the C.P. 254(KB) of 2023.

20 Further that Reliefs cannot be granted as all the reliefs prayed for are final in nature and thus, cannot be granted at the ad interim stage.

21 That, even though the petitioners allege that, form PAS-3 has been filed on 21 April, 2026 increasing the authorized, issued, paid-up and subscribed share capital from Rs. 6,80,000/- to 8,50,00,000/- and such filing of form PAS-3 increasing the authorized, issued, paid-up and subscribed share capital has been done in violation of the order of 08.04.2026, a wrong impression has been painted by the petitioners that the allotment has been done by issuing further share in favour of the Respondent 2 and 3 by which the petitioners have been reduced to the minority. that whatever has been done before the order of 08.04.2026 was passed. As is evident from the form PAS-3, at page 43, the date of allotment was 30.03.2026 and the shareholders' resolution for increasing the authorized share capital and paid-up share capital was passed on 12.03.2026.

22 Ld. Counsel claims that the Respondents have not issued any further shares and have not diluted anyone's shareholding. The Respondents have

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simply put back the authorized share capital to its original position which was there all along as per the last annual return of the company for the year 2024-2025 filed by the Respondent no. 5, with ROC on 26th November, 2025.

23 We have considered the submissions.

24 While the petitioner seeks appointment of an Administrator, the father namely Brij Bihari Misra in his petition against the son has also sought for similar prayers. In view of the allegations and counter allegations by both the sides as stated above and transfer of the entire shareholding by the son to third parties during pendency of the Company Petition, while interim orders were still subsisting, we deem it appropriate to appoint an Administrator to run the affairs of the Company.

25 In the aforesaid backdrop the following orders are passed:

25.1 This Tribunal under Section 242(4) of the Companies Act, 2013, appoints **Retd. Justice Biswanath Rath** having Mobile No. **6372662572 / 9040429924** as an **Administrator** to control and manage the affairs of the Company for an initial period of 3 months commencing from the date of acceptance of his appointment.

25.2 **Retd. Justice Rath**, the Administrator shall chair all the meetings of the Company and shall have right to reconstitute the Board,

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manage bank account of the company, appoint forensic auditor, to investigate into the affairs of the company, the allegations of oppression and mismanagement, fraud, collusion, concealment of books of accounts, siphoning of funds, etc. and also to render proper compliances by way of affidavit to the orders of this Tribunal.

25.3 The Administrator shall discharge all functions including administrative and operational functions in the Company effectively to ensure that the Company continues as a going concern while discharging its obligations to its clients through the existing Board of Directors. All the employees of the Company are directed to report to the Administrator as per the existing hierarchy. In case of a difference of opinion between the Administrator and the Board of Directors on any matter relating to the discharge of the functions, the opinion/view/ stand of the Administrator shall prevail.

25.4 The Administrator shall be paid a monthly remuneration/compensation of Rs. 2,00,000/- plus the applicable taxes by the Company.

25.5 The Administrator may take help and/or appoint an assistant/consultant/employee as he may deem fit and proper on such fee/remuneration/compensation as may be determined by the Administrator which shall be paid by the Company herein. However, the Administrator shall not pass any dismissal/termination order of employees without prior permission

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and approval of this Tribunal. The Administrator shall also not borrow any funds, or dispose of, or alienate, or create any kind of charge on any of the assets of the Company without prior permission and approval of this Tribunal.

25.6 Further the applicants and respondents and their representatives shall render utmost cooperation and assistance to the Administrator and his staff/consultants/employees in the discharge of his functions as well as the scope of work entrusted in this order.

25.7 The Company shall make to the Administrator or his staff a full and free/complete disclosure of records of the company, including Books of Accounts/Financial Statements, Contracts, Agreements, and the like relating to the affairs of the company.

25.8 Until disposal of the main Company Petition, the Applicants/Respondents and the Administrator shall not (except in the ordinary course of business): a) Sell or otherwise dispose of or encumber the Company's assets. b) Incur liabilities. c) Distribute funds from the Company. d) Enter into any contracts. e) Change the nature of business. f) Alter or increase the paid-up share capital or issue further shares. g) Enter into any related party transactions. h) Make investments in other bodies corporate.

25.9 The Administrator shall analyse the entire state of affairs of the company and should also render proper compliances to the orders

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of this Tribunal. The administrator shall file a 3 months' composite Report on the affairs of the Company as well as on his investigation of the allegations mentioned above.

25.10 The Administrator shall enjoy complete immunity from any kind of civil and criminal proceedings in regard to the affairs of the Company and while discharging his functions and duties as Administrator.

25.11 The Board Meetings and other general meetings of the Company as required under the law shall be convened and conducted by the Board of Directors under the Directions of the Administrator.

25.12 The Administrator is given liberty to seek such directions or guidance from the Tribunal for the effective discharge of his function by filing appropriate applications or reports before this Tribunal.

25.13 The Company is directed to ensure all compliances before the relevant statutory authorities including but not limited to filings under the Companies Act, 2013, under the supervision and superintendence of the Administrator.

26 The Administrator will file an acceptance-cum-consent letter to the above order before this Tribunal within a seven days from the date of receipt of the copy of this Order.

27 The Administrator as well as parties may approach this Tribunal if they feel that intervention of the Tribunal is required in a particular situation.

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28 Post the main Company Petition **on 02.07.2026.**

29 Accordingly, the interlocutory application being **Comp. Appl. No. IA 35 of 2026 is hereby disposed of.**

30 The Registry is hereby directed to send e-mail copies of the order forthwith to all the parties, their counsel and the Administrator for information and to take necessary steps.

31 Let the certified copy of the order be issued upon compliance with requisite formalities.

(Siddharth Mishra)
Member (Technical)

(Bidisha Banerjee)
Member (Judicial)

Signed on this, the 12th day of June, 2026

M. Jana(PS)