

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**BENGALURU BENCH, BENGALURU**  
*[Through Physical hearing/VC Mode (Hybrid)]*

**C.A.No.155/BB/2025 in**

**C.P. No.38/BB/2025**

**IN THE MATTER OF:**

Mr. Veeraiah Annadurai ... Petitioner/Applicant

**Vs.**

1. M/s. Aurz Pharmaceuticals Pvt. Ltd. ... Respondent No.1

2. Sri Munjamani Srinivasa Harish  
(M S Harish) ... Respondent No.2

3. Sri. Suresh Sundararajaiyengar Bellur  
( B S Suresh) ... Respondent No.3

4. Smt. Kavitha Madhusudhan ... Respondent No.4

5. Smt. Nagasri Harish ... Respondent No.5

6. Sri. Vinod Rama Swamy ... Respondent No.6

7. Sri Dattatreya Hegde ... Respondent No.7

8. M/s DPR and Co  
Chartered Accountants  
Statutory Auditor of Respondent No.1 ... Respondent No.8

**Order delivered on: 10.06.2026**

**CORAM:**

**SH. SUNIL KUMAR AGGARWAL**  
**HON'BLE MEMBER (JUDICIAL)**

**SH. RADHAKRISHNA SREEPADA**  
**HON'BLE MEMBER (TECHNICAL)**

**PRESENT:**

For the Applicant : Shri Ravi A R

For the Respondent : Shri W M Sundaramurthy

**ORDER**

**Per: RADHAKRISHNA SREEPADA, Member (Technical)**

1. The present Appeal is filed by the Applicant under Rule 11 of the NCLT Rules, 2016 seeking relief as below:
  - a) *direct the respondents to permit the petitioner to forthwith resume and discharge his responsibilities as a director of Respondent No.1 Company, with full access to the office premises, books of accounts, and all related records; and*
  - b) *grant an order of injunction restraining the respondents, their agents, or any person claiming through them, from in any manner preventing, obstructing, or interfering with the petitioner's attendance at the office and performance of his duties as a director, in the interest of justice and equity.*
2. **Submissions of the Petitioner:**
3. It is submitted that the invitation of Board of Directors meeting to be held on 29.07.2025 for Respondent No.1 Company was sent by Respondent No.2 to all the directors including the Petitioner through an email dated 22.07.2025 along with Agenda for the Board Meeting.
4. Agenda 3 for the Board Meeting was to take on record of Annual Decision in the form MBP-1 and Form DIR-8 for the directors.
5. And as against the remaining agenda items, the petitioner responded through 3 emails dated 23.07.2025 at 6.44 P.M., 23.07.2025 at 06.47 P.M. and 28.07.2025 at 05:29 P.M. These clearly shows the intention of Petitioner to seek relevant inputs for a meaningful meeting. No responses were provided by way of emails or through any copies of the requisite information as sought for in the emails referred to supra.
6. The Petitioner also attended the Board Meeting physically on 29.07.2025 at the registered office and the copy of attendance sheet is furnished as Annexure- C.

7. In the meeting the Petitioner after the initial welcome address, questioned as to why the information sought by him (As provided as Annexure- B) was not provided.
8. To this the Respondent No.6 (Vinod Ramaswamy) initially raised his voice in very unparliamentary way mentioning that no information could be given and asked the Petitioner to do what he is capable off to get this and to approach the court to get any information since the Petitioner had already approached the court. This was supported by Respondent No.2 (M S Harish). Both these two targeted the Petitioner in a very humiliating way by infact had honest intentions, but the Respondents were not reciprocating in the same intentions. When the remaining directors refused to give the required information, then the Petitioner mentioned that as a Director it was his right to get this information and he mentioned that if these required documents were not available in the registered office in Basavangudi, he is willing to even visit the Corporate Office in Rajajeshwari Nagar. To this the Respondent No.2 and Respondent No.6 threatened that they will make sure he will not set his foot in the Corporate Office and that they will harm the Petitioner physically if he attempts to visit the Corporate Office.
9. The Petitioner also volunteered to provide the information of Annual Disclosure in the form MBP-1- and Form DIR-8 for the directors. However, Respondents mentioned that since the Petitioner had filed the above case, they asked him to submit the same in the court. Since they refused to take this, the Petitioner could not do much about the Respondents' behaviour and being humiliated and also threatened by that he would be harmed physically, went to the jurisdictional police station and lodged a formal complaint with Ref No.99/2025 and 29.07.2025, Annexure – D.
10. In view of the fact that the Respondents refused to provide the information and also receive the MBP-1- and Form DIR-8 information, the Petitioner decided to send this information through email out of

abundant caution to be complaint with the statutory requirement to ensure his directorship is not affected because of the differences with the directors of Respondent No.1 Company. As he has planned to send the information through email, but very surprisingly and shockingly, the directors of the Respondent No.1 Company sent a letter dated 29.07.2025 (through an email sent on 30.07.2025 at 10:14 A.M) of disqualification of Petitioner "by the operation of law" for non-filing of Annual Returns (Annual filings) of M/s Axces Remedies Pvt. Ltd. having its CIN: U74999KA2018PTC115032 and Designated Partners in Aurz Lifecare LLP having LLPIN: AAK-0126. The letter dated 29.07.2025 about disqualification and also informing the Petitioner not to enter the office of director of Respondent No.1 Company or represent the Company in any manner whatsoever is wholly arbitrary and illegal.

11. It is submitted that in both companies, M/s Aurz Lifecare LLP and M/s Axces Remedies Pvt. Ltd., the majority of the directorship and stakes are held by Respondent No.3, B.S. Suresh also the Managing Director of M/s Axces Remedies Pvt. Ltd., and Respondent No.6, Vinod Ramaswamy (Director, M/s Axces Remedies Pvt. Ltd.). The Petitioner also holds stakes in these Companies as a Director.
12. The Respondents No.3 and 6, in collusion with Respondent No.2, are now targeting and penalizing only the Petitioner. The Petitioner had repeatedly instructed Respondents No.3 and 6 to comply with the statutory requirements of both M/s. Aurz Lifecare LLP and M/s. Axces Remedies Pvt. Ltd.
13. The Petitioner also directed them to provide details of Bank transactions, specifically regarding the loan of Rs.11.70 lakhs given to Aurz Pharmaceutical Pvt. Ltd., and its Balance sheet for the year ended 31.03.2021 records this amount as having been returned. However, until the date of filing this IA, no response has been provided regarding the Rs.11.70 lakhs loan.
14. The Respondents No.3 and 6 have failed to comply with the statutory filing requirements of M/s Axces Remedies Pvt. Ltd. They were warned

by the Petitioner on several occasions, including in the notice dated 15.09.2021 and in the reply email dated 15.06.2025. This despite the fact that Company has positive balance considering APPL had returned the loan of Rs.11.70 Lakhs + interest. With the money available in the account of M/s Axces Remedies Pvt. Ltd. and not complying with statutory requirements only shows the lackadaisical attitude of Respondent No.3 and 6 in running the Company professionally but penalizing the Petitioner for non-compliance by disqualification from Respondent No.1 Company. Entire communication with respect to M/s Axces Remedies Pvt. Ltd. is furnished as Annexure- F.

15. The extract from the Ministry of Corporate Affairs website with respect to the status of M/s Axces Remedies Pvt. Ltd. and M/s Aurz Lifecare LLP and the status of Directorship of Petitioner is furnished as on the date of 15.08.2025 as Annexure G. These clearly shows that the status of Company is "active" and without verifying the status of the Company in ROC the Respondents have gone ahead and persecuted without following the principles of natural justice. Even if disqualified, Section 167 (1) (a) says the office becomes vacant *immediately* and good corporate practice is to first obtain written proof, record it in the minutes, and intimate ROC via DIR-12. The Board cannot impose an immediate physical ban without formally recording cessation in company records and filing with ROC.
16. In view of the above actions of the Respondents having restrained. The Petitioner from even entering the office the Respondents are denying the rights of Petitioner as a director of the Company.
17. The Petitioner very promptly responded by sending the email regarding the MBP 1 and Dir 8 through an email dated 31.07.2025 at 10:57 A.M. furnished as Annexure – H. The Petitioner also sent a response to the alleged disqualification by way of a response email dated 02.08.2025, calling upon the board to recall the disqualification.
18. The act of preventing the Petitioner from returning to the office and from inspecting the books of accounts and other related records stands

in stark contradiction to the Respondents own "statement of objections" at Page No.22, Paragraph 36, wherein it is clearly stated that the Respondent No.1 Company's directors have no objection to the Petitioner attending the office. However, in practice, when the Petitioner attempts to attend the office, the Respondents resort to improper means to obstruct him from entering and resuming his responsibilities as a director. Such conduct is clearly intended to oust the Petitioner from the affairs of the Company, deny him access to its records, and prevent him from performing his lawful duties.

### **3. Statement of objections filed by Respondents No.1 to 8**

#### **vide dy.no.5605 dated 10.10.2025.**

- 3.1. Re. Para 1:** It is submitted that the averments made in para 1 are formal in nature and in this context, and hence not traversed.
- 3.2. Re. Para 2:** Further on plain perusal of this paragraph the Respondents admit that an invite for a Board Meetings which was scheduled to be held on 29.07.2025 at the duly designated premises being the registered office of the Respondent No.1 Company the communication was despatched to all directors including the Petitioner (not withstanding that the matter is sub judice) via email dated 22.07.2025 enclosing the agenda to be adhered to by the board.
- 3.3. Re. Para 3:** This pertains to the Annual Disclosure in the Form MBP-1 and Form DIR-8 for the Directors, which was to be taken on record. Further all the directors including the Petitioner Mr.Veeraiah Annadurai, were to submit their respective forms. The form submitted by Mr. Suresh Sunderaraja Iyengar Bellur and Mr. Vinod Ramaswamy disclosed their disqualification as directors due to non-filing of Annual Returns for a period of 3 consecutive years in M/s Axces Remedies Pvt. Ltd. Copies of Form MBP-1 and From DIR-8 are produced, at Annexure A & B.

- 3.3. Further the Petitioner herein wilfully did not submit the Form MBP-1 and Form DIR-8 and requested the Board to record the same in the minutes of Meeting, however taking into account the non-disclosure of non-compliance the Respondent No.2 was constrained to address a letter dated 29.07.2025 to the Petitioner.
- 3.4. The Petitioner in response submitted a soft copy of DIR-8/MBP-1, via email dated 31.07.2025, however, the same was incomplete and unsigned and copy of same are produced at Annexure D1, D2 & D3.
4. Therefore, it may be seen that the Petitioner has not approached this Tribunal with the clean hands and has suppressed material facts, thereby disentitling himself from any interim relief under this instant application.
5. **Re. Para 4:** Further it is admitted that the Petitioner responded through 3 emails as per Annexure-B making untenable requests such as asking the Respondents to provide inputs for a "meaningful meeting" from this request by the Petitioner it is clear that the Petitioner was clearly unaware with regard to the functioning of the Respondent No.1 Company and therefore this untenable request was not adhered to by the Respondents, since the enclosed agenda was adequate and self-explanatory.
6. **Re. Para 5 & 6:** The same is formal in nature and hence admitted. The Petitioner states that he has sought for some information and was aggrieved that the same was not provided by the 1<sup>st</sup> and 2<sup>nd</sup> Respondents, however nothing prevented the Petitioner from raising pertinent issues and clearing his doubts at the Board Meeting held on 29.07.2025.
7. **Re. Para 7:** Further it is relevant to note that the Respondents No.2 & 6 had very clearly explained that since this Tribunal was seized of instant matter therefore, they are under no obligation to furnish any information, all other contentions in the later portion of this paragraph are false and made with an intention to malign the Respondent Nos. 2 to 6.

8. **Re. Para 8:** At the outset the Respondents beg to state that this is a Civil Corporate matter under adjudication before this Hon'ble Forum, the Petitioner did not volunteer to submit his Form MBP-1 and Form DIR-8 and at no point of time did the Respondents threaten or humiliate the Petitioner, this contention of the Petitioner is vehemently denied by the Respondents and the same is made to prejudice the mind of this Tribunal Hon'ble Forum.

- i. The Petitioner has lodged a false concocted complaint in the jurisdictional police station just to humiliate the respondents in any event as aforesaid this is civil matter under adjudication. A recent Supreme Court ruling which bars the Police Department from interfering with civil matters. (S.N Vijayalakshmi vs State of Karnataka, 2025 INSC 917)

**A. Re. Para 9:** The contentions in this paragraph are denied and the Petitioner is put to strict proof of the same. The Petitioner was well aware that according to the agenda the Directors were to submit that all the Directors except the Petitioner who failed to comply and did not submit the required forms. Therefore, after discussion the Board of Directors had resolved that Mr. Vinod Ramaswamy and Mr. Suresh Sunderaraja Iyengar Bellur submitted their MBP-1 and DIR-8 dated 29.07.2025 which is a mandatory requirement form which is one of the agenda set for the meeting with the disclosure of their disqualification due to non-filing of their annual returns in M/s Axces Remedies Pvt. Ltd. as directors of the said Company.

**B.** On further perusal of these forms, it is pertinent to note that the Petitioner herein is also a director in M/s Axces Remedies Pvt. Ltd. and hence stands dis-qualified in terms of non-filing of Annual returns of the Company M/s Axces Remedies Pvt. Ltd. As per section 164 (2) of the Companies Act 2013, therefore, the Petitioner has disqualified himself by not filing return for the aforementioned Company and cannot agitate the matter as a defaulter.

**C.** Further the Respondent No.2 admittedly issued a letter dated 29.07.2025 to inform the Petitioner of his disqualification under Section 164 (2) of the Companies Act 2013 and to show concrete proof from the appropriate authorities that the Petitioner has not acquired the status of disqualification. The Respondents submit that the principles of Natural justice and good corporate practice has been diligently adhered to by Respondent No.1 Company in all matters; Respondent No.1 Company has followed the same by requesting the Petitioner to submit valid proof of written document declaring him as a non-disqualified director vide email dated 30.07.2025 The resolution passed by the Board of Directors was the direct consequence of the Petitioner's action. The Respondents submit that the Petitioner only after the perusal of the above letter issued an email dated 30.07.2025 addressing all the Board Members of Respondent No.1 and attaching his MBP-1 and DIR-8. The forms furnished by the Petitioner are incomplete and further have not been duly signed by him.

8. **Re. Para 10 & 11:** The contentions of these paragraphs are partly admitted. However, the Respondent No.1 hastens to clarify that the Respondents No.3 & 6 directorship ceased for non-compliance and non-filing of the Annual Returns of the Company known as M/s Axces Remedies Pvt. Ltd. In which the Petitioners along with Respondent No.3 and Respondent No.6 were Directors hence they were defaulters and therefore the Respondent No.1 and Respondent No.2 were only following the standard operating process and passed a resolution accordingly since the directorship of the Petitioner and the Respondent No.3 and 6 have ceased to exist by Operation of law.

a) Further, the accusation by the Petitioner that the Respondent No.3 and 6 are in collusion with Respondent No.2 is a figment of the Petitioner's imagination which clearly shows this the Respondent No.2 the Petitioner was not Singled out the ground of disqualification and the termination of the Petitioner's Directorship

falls within the purview of section 167 (1) (a) of the new Companies Act, 2013. Therefore, the contention of collusion among the Respondents No.2, 3 and 6 cannot be taken cognizance by this Hon'ble Forum.

b) The Respondents No.3 and 6 do not hold the majority of the directorship and stakes in M/s Axces Remedies Pvt. Ltd. & Aurz Life Care LLP. The Petitioner herein is not just a stake holder in these companies but is the driving force and the main personnel operating the day-to-day affairs M/s Axces Remedies Pvt. Ltd. & Aurz Life Care LLP. in his capacity as its director.

9. **Re. Para 12** : The Respondents deny the contentions of this paragraph and submitted that the Loan amount of Rs.11,70,000/- has been duly repaid to M/s Axces Remedies Pvt. Ltd. in the year 2020; and the Petitioner is well aware of the same as he is one of the directors of the aforementioned Company. Copies of ledge extracts are produced as Annexure E1 to E3.

10. **Re. Para 13** : The Respondents No. 1, 2, 4, 5, 7 & 8 deny the contentions in this paragraph. Further it is submitted that the Petitioner and the Respondents No.3 and 6 were the directors of M/s Axces Remedies Pvt. Ltd. and the Petitioner herein was the director responsible for managing the day-to-day affairs of the aforementioned Company. The Respondent No.3 holds 34% of shares in M/s Axces Remedies Pvt. Ltd. and Respondent No.6 held a mere 19% of Shares in M/s Axces Remedies Pvt. Ltd. The Petitioner was one of the majority Shareholder of 33% in M/s Axces Remedies Pvt. Ltd. and is now after the subsequent event of being disqualified as a director is now pointing fingers at the other directors for his repeated error is not filing Annual Returns from the Year 2020. Further it is pertinent to note that the disqualification has not occurred due to alleged bias or merely because the Board of Directors decided against the Petitioner but due to the non-filing of Annual returns for more

than three consecutive years including the grace period for filing returns during Covid-19.

11. **Re. Para 14 :** The contention of the Petitioner that the extract from the website with respect to the status of M/s. Axces Remedies Pvt. Ltd. & Aurz Life Care LLP along with the status of directorship of the Petitioner as on 15.08.2025 as reflected in Annexure G which possibly cannot reflect the present situation with regard to the dismissal of his directorship, this is on post 15.08.2025. The cessation of the Directorship is with effect from 26.08.2025 therefore this development will not reflect in the website of the ministry of corporate affairs. Therefore, the non-reflection of the present status does not confer any rights on the Petitioner as it will be reflected in due course.

- i. Further, the Board of Directors are well within their rights to pass the required resolution as the directorship of the Petitioner and Respondent No.3 and 6 ceased.
- ii. The Respondent No.1 Company has complied with the standard operating procedures the company has duly informed the petitioner through a letter dated 29.07.2025 to submit his valid proof of written document to ensure his non disqualification as a director of M/s Axces Remedies Pvt Ltd under section 164 (2) of Companies Act,2013 the letter further enumerates that Mr. Vinod Ramaswamy and Mr Suresh Sunderaraja Iyengar Bellur have submitted their MBP-1 and DIR-8 which confirmed their disclosure of disqualification as directors of M/s Axces Remedies Pvt Ltd. Further the Board of Directors of Respondent No.1 had meeting on 26.08.2025, passed a resolution and authorized Mr. M S Harish to file DIR-12 with the Ministry of Corporate Affairs against all the 3 directors of M/s Axces Remedies Pvt Ltd. the Board has formally recorded the cessation. A copy of minutes meeting and DIR 12 along with affidavit annexed as Annexure – F1 to F3.

12. **Re. Para 15 :** Further it is clarified by the concerned Respondents herein that the Petitioner no longer functions as a director of Respondent No.1 Company as desired by him to be a non-functional director in the Board of directors meeting held on 07.12.2020 and hence it follows that the petitioner cannot participate in the affairs of the company.
13. **Re. Para 16 :** The contentions of the paragraph are admitted but however since the disqualification had attained finality Annexure H & J is rendered infructuous. Hence the reliefs sought by the Petitioner in the application cannot be granted in the wake of the fact that the petitioner has been disqualified by operation of law and not due to any other reason and that his directorship has ceased. Further as pointed out supra the Petitioner has woefully failed to approach this Tribunal with clean hands, the Petitioner who is seeking equity must do so with clean hands and must demonstrate a clean objective that are the equi-fundamentals of judicious litigation therefore the petitioner has no locus-standi to prefer and maintain this petition/application. Wherefore, the Respondents prays for dismissal of the instant application in the interest of justice and equity.
4. We have heard the Ld. Counsels for the Petitioner and the Respondents and have gone through the Written submissions and material available on record.
5. We find that the Relief sought through this Company Application is more or less same as the final relief sought vide Prayer a in the Company petition. Hence allowing the Present Application at this stage may not be proper.
6. In view of this, the present application is **Dismissed** and the issues raised would be considered while disposing the Company Petition.

**-Sd-**  
**RADHAKRISHNA SREEPADA**  
**MEMBER (TECHNICAL)**

**-Sd-**  
**SUNIL KUMAR AGGARWAL**  
**MEMBER (JUDICIAL)**