



IN THE HIGH COURT OF KARNATAKA AT BENGALURU

DATED THIS THE 5<sup>TH</sup> DAY OF JULY, 2024

PRESENT

THE HON'BLE MR N. V. ANJARIA, CHIEF JUSTICE

AND

THE HON'BLE MR JUSTICE K V ARAVIND

WRIT APPEAL NO. 969 OF 2024 (GM-RES)

A/W

WRIT APPEAL NO. 972 OF 2024 (GM-RES)

IN W.A. NO. 969 OF 2024

BETWEEN:

1. GENERAL ATLANTIC SINGAPORE TL PTE LTD.,  
THROUGH ITS AUTHORIZED REPRESENTATIVE  
A SHAREHOLDER OF RESPONDENT NO. 14  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED OFFICE AT 80,  
ROBINSON ROAD, #02-00,  
SINGAPORE - 0688982.

...APPELLANT

(BY SRI. UDAYA HOLLA. SENIOR ADVOCATE A/W  
SRI. SHANKH SENGUPTA, MS. MANASA SUNDARRAMAN  
& SRI MOHAMMED SHAMEER, ADVOCATES)

AND:

1. MR. BYJU RAVEENDRAN  
AGED 45 YEARS  
SON OF RAVINDRAN KUNNARUVATH  
MANAGING DIRECTOR AND  
CHIEF EXECUTIVE OFFICER  
OF THE PETITIONER COMPANY





WORKING AT IBC KNOWLEDGE  
K PARK, 4/1 2<sup>ND</sup> FLOOR TOWER D,  
BANNERGHATTA MAIN ROAD, BANGALORE,  
KARNATAKA, INDIA-560029.  
(THROUDH HIS POWER OF ATTORNEY HOLDER  
MR. SHAJI PUTHALATH)

2. MR. RIJU RAVEENDRAN  
AGED 42 YEARS  
SON OF RAVINDRAN KUNNARUVATH  
EXECUTIVE DIRECTOR OF THE PETITIONER  
COMPANY WORKING AT IBC KNOWLEDGE  
KNOWLEDGE PARK, 4/1 2<sup>ND</sup> FLOOR, TOWER D,  
BANNERGHATTA MAIN ROAD, BANGALORE,  
KARNATAKA, INDIA, 560029.  
(THROUDH HIS POWER OF ATTORNEY HOLDER  
MR. SHAJI PUTHALATH)
3. MS. DIVYA GOKULNATH  
AGED 37 YEARS  
D/O GOKULNATH,  
EXECUTIVE DIRECTOR OF THE PETITIONER  
COMPANY WORKING AT IBC KNOWLEDGE PARK,  
4/1, 2<sup>ND</sup> FLOOR, TOWER D,  
BANNERGHATTA MAIN ROAD,  
BANGALORE, KARNATAKA, INDIA, 560029.  
(THROUDH HIS POWER OF ATTORNEY HOLDER  
MR. SHAJI PUTHALATH)
4. SOFINA S.A.  
A PRIVATE COMPANY FORMED UNDER  
LAW OF BELGIUM  
A SHAREHOLDER OF PETITIONER COMPANY AND  
A COMPANY HAVING ITS REGISTERED  
ADDRESS AT 31 RUE DE L'INDUSTRIE BRUXELLES,  
1040 BELGIUM, REPRESENTED ITS DIRECTOR.



5. MIH EDTECH INVESTMENTS, B.V.  
A PRIVATE COMPANY FORMED UNDER  
LAW OF NETHERLAND  
A SHAREHOLDER OF PETITIONER COMPANY AND  
A PRIVATE COMPANY RES LIMITED BY SHARES,  
FORMED UNDER THE LAWS NETHERLANDS  
HAVING ITS REGISTERED OFFICE AT  
GUSTAV MAHLERPLEIN 5,  
1082 MS AMSTERDAM,  
SYMPHONY OFFICES  
THROUGH ITS DIRECTOR.
6. PEAK XV PARTNERS INVESTMENTS IV  
A PRIVATE COMPANY FORMED UNDER  
LAW OF MAURITIUS  
A SHAREHOLDER OF THE PETITIONER COMPANY  
AND A COMPANY HAVING ITS REGISTERED OFFICE  
AT: 5<sup>TH</sup> FLOOR, EBENE ESPLANADE,  
24 CYBER CITY, EBENE, MAURITIUS AND  
IFS COURT, TWENTY-EIGHT, STREET,  
CYBERCITY, MAURITIUS BANK EBENE,  
THROUGH ITS DIRECTOR.
7. PEAK XV PARTNERS INVESTMENTS V  
A PRIVATE COMPANY FORMED UNDER  
LAW OF MAURITIUS  
A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED OFFICE AT 5<sup>TH</sup> FLOOR,  
EBENE ESPLANADE,  
24 CYBER CITY, EBENE,  
MAURITIUS AND IFS COURT,  
TWENTY- EIGHT, BANK STREET,  
CYBERCITY, EBENE, MAURITIUS  
THROUGH ITS DIRECTOR.



8. SLP BETA HOLDINGS CAYMAN LTD.  
A PRIVATE COMPANY FORMED UNDER  
LAW OF ISLAND  
A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT  
MAPLES CORPORATE SERVICES LIMITED,  
PO BOX 309, UGLAND HOUSE, GRAND CAYMAN,  
KY1-1104, CAYMAN ISLANDS.  
THROUGH ITS DIRECTOR.
9. INTERNET FUND V PTE. LTD.  
A PRIVATE COMPANY FORMED UNDER LAW OF  
SINGAPORE A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT 8 TEMASEK  
BOULEVARD, 32-02, SUNTEC TOWER THREE,  
SINGAPORE, 38988  
THROUGH ITS DIRECTOR
10. OWL VENTURES HOLDINGS I, LLC  
A PARTNERSHIP COMPANY FORMED UNDER LAW  
OF USA, A SHEREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT 855 EI, CAMINO REAL  
STE 13A-354 PALO ALTO CA 94301 USA  
THROUGH ITS DIRECTOR.
11. OWL VENTURES III, L.P.  
A PRIVATE COMPANY FORMED UNDER LAW OF  
USA, A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT 855 EI,  
CAMINO REAL STE 13A-354 PALO ALTO  
CA 94301 USA, THROUGH ITS DIRECTOR



12. OWL VENTURES OPPORTUNITY FUND I- A, LLC  
A PRIVATE COMPANY FORMED UNDER LAW OF  
USA, A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS, AT 855 EL CAMINO REAL,  
STE 13A-354, PALO ALTO, CA 94301 USA  
THROUGH ITS DIRECTOR
13. OWL VENTURES PARTNERSHIP HOLDINGS II, LLC  
A PRIVATE COMPANY FORMED UNDER LAW OF  
USA, A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT 855 EL CAMINO REAL,  
STE 13A-354, PALO ALTO, CA 94301 USA  
THROUGH ITS DIRECTOR.
14. ARK NCORE EDUTECH 1  
A PRIVATE COMPANY FORMED UNDER  
LAW OF SOUTH KORIA.  
A SHAREHOLDER OF THE PETITIONER  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED ADDRESS AT 702, SAMSUNG-DONG,  
159-6, GANGNAM- GU,  
SEOUL KOREA.  
THROUGH ITS DIRECTOR.
15. ANITA KISHORE  
AGED MAJOR  
CHIEF STRATEGY OFFICER, TLPL, WORKING AT  
IBC KNOWLEDGE PARK, 4/1 2<sup>ND</sup> FLOOR TOWER D,  
BANNERGHATTA MAIN ROAD, BANGALORE,  
KARNATAKA, INDIA – 560 029.
16. THINK AND LEARN PRIVATE LIMITED  
A PRIVATE COMPANY LIMITED BY SHARES  
INCORPORATED UNDER



THE COMPANIES ACT 1956 HAVING ITS  
REGISTERED ADDRESS AT IBC KNOWLEDGE  
PARK, 4/1, 2<sup>ND</sup> FLOOR, TOWER D BANNERGHATTA  
MAIN ROAD, BANGALORE, BANGALORE,  
KARNATAKA, INDIA – 560 029.

...RESPONDENTS

(SRI K.G. RAGHAVAN, SENIOR ADVOCATE A/W  
SRI RISHAB GUPTA, SRI MANMEET SINGH, SRI VIKARAM  
UNNI RAJAGOPAL, ADVOCATES FOR CAVEATORS –  
RESPONDENTS Nos. 1 TO 3)

THIS WRIT APPEAL FILED U/S 4 OF THE KARNATAKA  
HIGH COURT ACT PRAYING TO SET ASIDE THE IMPUGNED  
ORDER DATED 02/07/2024 PASSED IN WP NO.15788/2024 &  
ETC.

**IN W.A. NO. 972 OF 2024**

**BETWEEN:**

1. GENERAL ATLANTIC SINGAPORE TL PTE LTD  
THROUGH ITS AUTHORIZED REPRESENTATIVE  
A SHAREHOLDER OF RESPONDENT NO. 1  
COMPANY AND A COMPANY HAVING ITS  
REGISTERED OFFICE AT 80,  
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#02-00, SINGAPORE - 0688982.

...APPELLANT

(BY SRI GAURAV CHOPRA, SENIOR ADVOCATE A/W  
SRI YOGESH SINGH, SRI TINE ABRAHAM AND  
MS. PRARTHNA BATHIJA, ADVOCATES)



**AND:**

1. THINK AND LEARN PRIVATE LIMITED  
A PRIVATE COMPANY LIMITED BY SHARES  
INCORPORATED UNDER THE COMPANIES ACT  
1956 HAVING ITS REGISTERED ADDRESS AT IBC  
KNOWLEDGE PARK, 4/1, 2<sup>ND</sup> FLOOR, TOWER D  
BANNERGHATTA MAIN ROAD, BANGALORE,  
BANGALORE, KARNATAKA, INDIA – 560 029.
2. SOFINA S.A.  
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REPRESENTED ITS DIRECTOR.
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MAURITIUS BANK EBENE,  
THROUGH ITS DIRECTOR.

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CYBERCITY, EBENE, MAURITIUS  
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AND A COMPANY HAVING ITS REGISTERED  
ADDRESS AT 855 EL CAMINO REAL, STE 13A-354,  
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A PRIVATE COMPANY FORMED UNDER  
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A SHAREHOLDER OF THE PETITIONER COMPANY  
AND A COMPANY HAVING ITS  
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THROUGH ITS DIRECTOR
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AGED 45 YEARS  
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MANAGING DIRECTOR AND  
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OF THE PETITIONER COMPANY  
WORKING AT IBC KNOWLEDGE  
K PARK, 4/1 2<sup>ND</sup> FLOOR  
TOWER D, BANNERGHATTA MAIN ROAD  
BANGALORE, KARNATAKA, INDIA, 560029  
(THROUGH HIS POWER OF ATTORNEY HOLDER  
MR. SHAJI PUTHALATH)
14. MR. RIJU RAVEENDRAN  
AGED 42 YEARS  
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15. MS.DIVYA GOKULNATH  
AGED 37 YEARS  
D/O GOKULNATH  
EXECUTIVE DIRECTOR  
OF THE PETITIONER COMPANY WORKING AT  
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16. MS. ANITA KISHORE  
AGED MAJOR,  
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THINK AND LEAM PRIVATE LIMITED  
WORKING AT IBC KNOWLEDGE  
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BANGALORE, KARNATAKA, INDIA, 560029.  
(THROUGH HIS POWER OF ATTORNEY HOLDER  
MR. SHAJI PUTHALATH)

...RESPONDENTS

(SRI DHYAN CHINNAPPA, SENIOR ADVOCATE A/W  
SRI SAIRAM SUBRAMANIAN, MS. SALONI SHAH,  
MS. ASHIKA JAIN AND SRI VIKARAM UNNI RAJAGOPAL,  
ADVOCATES FOR CAVEATORS-RESPONDENTS NOS.1 & 13  
TO 15)

THIS WRIT APPEAL FILED U/S 4 OF THE KARNATAKA  
HIGH COURT ACT PRAYING TO SET ASIDE THE IMPUGNED  
ORDER DATED 02.07.2024 PASSED IN W.P. No.15801/2024 &  
ETC.

THESE WRIT APPEALS, COMING ON FOR ORDERS THIS  
DAY ORDER/JUDGMENT WAS DELIVERED THEREIN AS  
UNDER:



CORAM : HON'BLE THE CHIEF JUSTICE MR. JUSTICE  
N.V. ANJARIA  
and  
HON'BLE MR. JUSTICE K.V. ARAVIND

**ORAL JUDGMENT**

(PER : HON'BLE THE CHIEF JUSTICE MR. JUSTICE  
N.V. ANJARIA)

Both these appeals arise from the common judgment and order dated 02.07.2024 passed by learned Single Judge in Writ Petition No.15788 of 2024 and Writ Petition No.15801 of 2024. In both the writ petitions, what was challenged was the order dated 12.06.2024 passed by the National Company Law Tribunal, Bengaluru (NCLT) in Company Application No.71 of 2024 in Company Petition No.18/BB/2024 pending before the NCLT.

2. Company Application No.71 of 2024 was filed by the appellant-General Atlantic Singapore TL Pte. Ltd. and one Sofina S.A.-a company under Section 242(4) of the Companies Act, 2013 read with Rules 11 and 32 of the National Company Law Tribunal Rules, 2016. Sub-section (4) of Section 242 of the Companies Act provides that the Tribunal may, on the application of any party to the proceedings, make any interim order regulating the conduct of



the company's affairs upon such terms and conditions which may be imposed as just and equitable.

2.1 The prayer was for injuncting the offer letters dated 11.05.2024 and 13.05.2024; any action pursuant to the offer letters dated 11.05.2024 and 13.05.2024, any further issuance of shares, *inter alia*, in furtherance of the impugned second rights offer letter dated 11.05.2024 and the revised offer letter dated 13.05.2024. It was further prayed to direct that any corporate actions taken on the basis of illegally (as alleged) revised shareholding pattern of respondent No.1-Company after the date of hearing on 27.02.2024 be kept in abeyance.

2.2 Company Application No.72 of 2024 was also filed to set aside the actions undertaken by the contesting respondents in violation of the order of the NCLT dated 27.02.2024 including allotment of Company's shares to certain shareholders including respondent No.3.

2.3 The order which was passed by the NCLT on the said civil applications in its relevant part reads as under,

“16. Therefore, in the present facts and circumstances of the matter, this Tribunal hereby



restrains the Respondents from going ahead with the present rights issue which is in progress till the disposal of the main CP No.18/BB/2024. The Respondents are further directed to keep the amounts collected so far since opening of the second rights issue in relation to this offer in a separate account which should not be utilised till the disposal of the main petition in CP No.18/BB/2024. Further, **status quo** with regard to existing shareholders and their shareholding shall be maintained till the disposal of the main petition C.P.No.18/BB/2024.

17. The Respondents are directed to comply with the directions given in Para-10 and 11 above, regarding the details of allotment of shares on 02.03.2024 and the details of the Escrow banks accounts by filing a compliance affidavit with a memo within a period of 10 days; duly serving the copy on the otherside.

18. List this matter before regular bench on 04.07.2024 along with main petition i.e. CP No.18/BB/2024 for further consideration.

**C.A.No.76/2024**

1. Heard the Ld. Senior Counsels and Ld. Counsels appearing for the parties.

2. The Ld. Counsels for the Respondents accepted notice and requested time to file their reply. They are permitted to file the same, within a period of ten days from today, after duly serving the copy on the other side. The Applicants shall file rejoinder, if any, within a period of one week thereafter, after duly serving the copy on the other side.

3. List the matter on 04.07.2024.”



2.4 When the aforesaid order of the NCLT dated 12.06.2024 was challenged before learned Single Judge by the respondents herein-petitioners, learned Single Judge passed the following order, while allowing the two writ petitions,

“(i) Both W.P.No.15788/2024 and W.P.No.15801/2024 are hereby allowed.

(ii) The impugned order dated 12.06.2024 passed on C.A.No.71/2024 in C.P.No.18/BB/2024 by the NCLT, Bengaluru, is hereby set aside.

(iii) The matter is remitted back to the NCLT for reconsideration of C.A.No.71/2024 afresh and to pass a reasoned and speaking order in accordance with law bearing in mind the observations made in this order within a period of two weeks from 04.07.2024.

(iv) All rival contentions on all aspects of the matter are kept open and no opinion is expressed on the same.”

2.5 Heard learned Senior Advocate Mr.Udaya Holla assisted by learned advocates Mr.Shankh Sengupta, Ms.Manasa Sudarraman and Mr.Mohammed Shameer for the appellant in Writ Appeal No.969 of 2024, learned Senior Advocate Mr.Gaurav Chopra assisted by learned advocate Mr.Yogesh Singh, Mr.Tine Abraham and Ms.Prarthna Bathija for the appellant in Writ Appeal No.972 of 2024 and learned Senior Advocate Mr.K.G.Raghavan assisted by



learned advocates Mr.Rishab Gupta, Mr.Manmeet Singh, Mr.Vikram Unni Rajagopal who appeared on caveat for respondent Nos.1 to 3 in Writ Appeal No.969 of 2024 and learned Senior Advocate Dhyan Chinnappa assisted by learned advocates Mr.Sairam Subramanian, Ms.Saloni Shah, Ms.Ashika Jain and Sri Vikram Unni Rajagopal who appeared on caveat for respondent Nos.1 and 13 to 15.

3. In order to comprehend the controversy arising from the impugned order, it is necessary to notice the basic facts in the background. The main proceedings before the NCLT, which are pending, have been filed under Sections 241 and 242 of the Companies Act, 2013 in which it is alleged that the respondents have committed various acts of oppression and mismanagement. Under Section 241 of the Companies Act, application lies to the Tribunal for relief in cases of oppression and relation to the grievance that the affairs of the company have been conducted in a manner prejudicial or oppressive to public interest or any other member of the company etc.

3.1 The appellant is one of the shareholders of Think and Learn Private Limited (hereinafter referred to as 'the Company'). A





petition under Sections 241, 242 and 244 of the Companies Act came to be filed by the appellant before the NCLT seeking orders in respect of regulating the affairs of the company alleging oppressive acts and mismanagement by the present management of the Company-the respondents herein. One of the reason for filing the company petition and to allege the oppressive acts was the issuance of the letter of offer offering 40,488,546 equity shares by the Company to all existing shareholders on 27.01.2024. The appellant described it as the First Illegal Rights Issue.

3.3 It appears that on 27.02.2024, the NCLT passed the following order,

“Considering all the submissions made by the Learned Senior Counsels for both the sides and perusing the materials on record, we hereby direct the following;

(i.) Since the Ld. Senior Counsel for the Respondent has already given undertaking that **there will be no allotment of shares without increasing the Authorised Share Capital of the Respondent No.1 company** as per the provisions of law and **the funds/money received from the rights offer will be kept in a separate account and will not be used for any purposes, the funds received by the Respondent Company in respect to the rights issue should be kept in a separate Escrow account and it should not be withdrawn till the disposal of this matter.**”



3.4 It is the case of the appellant that on 02.03.2024, without increasing the authorised Share Capital of the Company and seeking any clarification of the aforesaid order dated 27.02.2024, the Company proceeded to allot 18,14,887 shares which, submitted by the appellants, was again an illegal allotment. On 29.03.2024, which was after the aforesaid allotment, the Company held its Extraordinary General Meeting for increasing the authorised Share Capital. It is the case of the appellant that the factum of the said second allotment came to light when one MIH Edtech Investments B.V allowed viewing the Register of Members of the Company.

3.5 It was stated that on 04.04.2024, the appellant made submissions before the NCLT stating that illegal allotment had taken place. The respondent-Company and the Founders sought time. The order dated 04.04.2024 came to be passed by the NCLT, in which it was again directed that the Company and the Founders would scrupulously follow the order dated 27.02.2024.

3.6 It further appears that the proceedings before the NCLT on one hand and as per the case of the appellant on the other hand,



the respondents continued to commit defiance of the order dated 27.02.2024 to perpetuate illegality and yet another Rights Issue dated 11.05.2024 was made. The Company described the said Rights Issue as an extension of the First Illegal Rights Issue. The case of the appellant was that both the Rights Issues were not lawful and violated the orders of the NCLT.

3.7 The aforesaid developments led the appellants to move Company Application No.71 of 2024 seeking the relief of injunction and other reliefs as mentioned above. In the order dated 12.06.2024 passed upon Company Application Nos.71, 72 and 76 of 2024 which were impugned before learned Single Judge and the operative portion is reproduced hereinabove certain directions were issued. As contained in paragraphs 10 and 11 of the order, the proceedings were kept on 04.07.2024. Learned Single Judge, as could be seen from the impugned order, remanded the case requiring the NCLT to pass reasoned order.

4. This Court heard learned Senior Counsels for the respective parties in extenso.



5. Two main aspects strike for not interjuncting with the impugned order. Firstly, that the order is interim order. The proceedings before the NCLT are pending. Secondly, learned Single Judge has remitted back the case to the NCLT to be decided within two weeks.

6. Learned advocate for the appellant submitted that despite the order dated 27.02.2024 and the subsequent order dated 04.04.2024, the respondents have been brazenly committing breach and have been issuing the shares, which conduct is unlawful. It was submitted that oral undertaking was given which was recorded by the NCLT in its orders, but the same was not abided by. On the other hand, learned Senior Counsels for the respondents strongly refuted the contentions of the appellants.

6.1 However, the submission of learned Senior Counsels for the appellant could be countenanced, when it was submitted that if on one hand, proceedings were decided by the NCLT as remanded and on the other, if the respondents are permitted to continue to commit the acts of illegalities and to issue shares and other transactions, it will generate for them certain rights and create equities, even as the principal proceedings are pending and that



the case is remanded. It was submitted that shares are already allotted from the date of passing of the order of learned Single Judge which is the Second Rights Issue, though it was prohibited.

6.2 It was submitted that during the remand and pending decision on remand, further actions by the respondents should not be permitted. It would not only precipitate the controversy, but will create new rights and fresh equities for the respondents.

6.3 The Court is not inclined to go into the merits of either side including whether the order of the NCLT impugned before learned Single Judge was reasoned order or not for the above two main reasons.

6.4 Considering the totality of the facts and circumstances and having regard to the above aspects, the following directions are issued,

(i) During the proceedings of remand and till the decision which may be taken by the NCLT, the parties shall maintain *status quo* with regard to the subject matter dispute as obtained on today.



(ii) The respondents shall not make allotment of shares in the interregnum, to be subject to the final order which may be passed by the NCLT.

(iii) The transactions which may have taken place of allotment of shares and other connected transactions between the period from the date of the order of learned Single Judge that is from 02.07.2024 till the date, shall remain subject to final order which may be passed by the NCLT and the rights in that regard shall be governed accordingly.

(iv) The NCLT shall consider the case on remand independently and on its own merits and without influenced by any of the observations in its earlier order, without influenced by the observations in the order of learned Single Judge and any other order which may have been passed previously to decide the issues involved, strictly on merits and in accordance with law.

(v) The exercise of deciding as per the remand order by learned Single Judge shall be completed expeditiously and before 31.07.2024.



6.5 It is clarified that this Court has not gone into the merits of the case of the appellant and has not expressed any opinion on merits. Any observations in this order shall not be construed as an expression on merits.

7. Both the writ appeals are disposed of in terms of and in accordance with the aforesaid directions.

In view of disposal of the appeals, the interlocutory applications would not survive and they stand accordingly disposed of.

**Sd/-  
CHIEF JUSTICE**

**Sd/-  
JUDGE**

AHB  
List No.: 1 SI No.: 3