

WITNESS CALLED AND DULY SWORN ON 15.12.2025.**CROSS EXAMINATION BY SRI.K.V.S., ADVOCATE FOR THE PLAINTIFF:-**

1. I gone through the Plaint averments and deposition of PW-1, documents produced by the Plaintiff. I am the non executive Director of Defendant No.1 company. Non executive Director means not in whole time employment of Defendant No.1. Since December-1997 I am the non executive Director of Defendant No.1 company.

2. I am the company Secretary and fellow member of Institute of Company Secretaries of India. On June-1997, Defendant No.1 company was incorporated. I am not one of the promoter in Defendant No.1 company. Defendant No.2 and 3 are the promoters of Defendant No.1 company and Defendant No.4 is Son-in-law of Defendant No.2 and husband of Defendant No.3. He joined the company as M.D.

3. On policy matters I have been advising the Defendant No.1 company since beginning. It is true to suggest that, the husband of the Defendant No.2 was carried the business of Defendant No.1 prior to incorporation as Sole Proprietor. There was no patent for product manufactured by the Defendant No.1. 05 Trade marks were registered by the Defendant No.1, but I do not know the names of the product, out of which one is 'AQUPOWER'.

4. It is true to suggest that, right from the inception Defendant No.1 is running the business Uninterrupted power supply

system - UPS. I am aware about the business prior to incorporation of Defendant No.1.

5. It is false to suggest that, I am not close relative to Defendant No.2. Witness volunteers in a joint family, I am relative. Defendant No.2 is related to me through my Father's elder brother's wife's sister.

6. Defendant No.2 was the Chairman of the Defendant No.1 since incorporation. The role and duties of the Chairman to look out the day to day affairs of the company. Defendant No.3 is assisting the Defendant No.2 in day to day affairs of Defendant No.1 in capacity of Joint Managing Director.

7. I do not hold any shares in Defendant No.1 company, Defendant No.2 and 3 were holding shares which percentage I do not remember in the year 2006. In the year 2006, who are share holders in Defendant No.1 company, I exactly not remember. I do not remember as Daughters of Defendant No.2, 3 and another Daughter of Defendant No.2 were hold the shares in Defendant No.1. It is true to suggest that, Defendant No.2 and 3 are holding majority shares in Defendant No.1.

8. I am aware about the business Participation Agreement and Distributorship Agreement signed by Defendant No.1 with the plaintiff in the year 2006. I do not remember the exact amount of loan obtained by Defendant No.1 from SBI, Peenya Branch as on 31.03.2006. The Plaintiff company was approached the Defendant

No.1 about the business partnership. I do not have any knowledge about how the Plaintiff has approached the Defendant No.1 for business partnership. Plaintiff approached me in the year 2006 for details of Defendant No.1 company. One Mr.Sashi Menon was the common friend of Plaintiff and me, through him Plaintiff approached me. Sashi Menon was Company Secretary of WIPRO and after resignation he started Consultancy for merges and acquisition. In this context Mr.Sashi Menon approached me. I have indicated to Sashi Menon about the manufacturing of UPS by Defendant No.1 and if interested the business participation by similar companies in his panel of list can be given to us for study. The Defendant No.1 company was approached by MNC called MGEUPS FRANCE for business participation in the year 2005. Other than that, no other person was approached Defendant No.1.

9. Defendant No.1 was the Number-2 in UPS business in India and Number-1 was Numeric Power Systems, Chennai in the year 2006. Based on turn over of the company, Defendant No.1 was Number-2. Based on published results of all company in UPS industry. Based on ROC records are basis for ascertaining the revenue of each of the company. No independent agency has given the revenue comparison of all UPS industries. It is false to suggest that, the assessment of Defendant No.1 company as Number-2 in UPS business is false and it does not have any credentials in UPS industry. It is true to suggest that, many companies are competitors in UPS industry in the year 2006. The Defendant No.1 was given periodical advertisements has given in the News papers.

10 It is true to suggest that, Defendant No.1 company is Pvt. Ltd. company right from inception. It is false to suggest that, the Defendant No.2 to 4 were only the share holders of Defendant No.1 at any point of time.

11. I have not verified the Plaintiff company's financial credentials prior to signing of Agreement in the year 2006 due to Plaintiff has not provided books of accounts to me. It is true to suggest that, the companies audited financial which are filed with Registrar of Companies domain are available to anybody. I have not made any inspection of the plaintiff's credentials in public domain prior to 2006. It is true to suggest that, on 31.03.2006 the Defendant No.1 was having liability more than Rs.6.00crores in SBI, Peenya branch.

FURTHER CROSS EXAMINATION: DEFERRED.

(Typed to my dictation in open court.)

R.O.I & A.C.,

sd/-

(VIDYADHAR SHIRAHATTI)
LXXXII ADDL. CITY CIVIL & SESSIONS JUDGE,
BENGALURU.