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THE GAUHATI HIGH COURT
(HIGH COURT OF ASSAM, NAGALAND, MIZORAM AND ARUNACHAL PRADESH)

Case No. : WP(C)/3548/2026

WARREN TEA LIMITED
A COMPANY INCORPORATED UNDER THE PROVISIONS OF THE COMPANIES ACT, HAVING ITS REGISTERED OFFICE AT 8TH FLOOR, JOHAR BUILDING, P-1, HIDE LANE, KOLKATA - 700073, WEST BENGAL, REPRESENTED BY ITS AUTHORIZED REPRESENTATIVE/CHIEF FINANCIAL OFFICER, NAMELY, SRI INDRANEEL BANIK, AGED ABOUT 59 YEARS, SON OF LATE SUNIL BANIK, RESIDENT OF ABHYUDOY HOUSING FLAT B1/2, ANANDAPUR, EKTP PH IV, KOLKATA- 700107, WEST BENGAL

VERSUS

THE STATE OF ASSAM AND ANR
REPRESENTED BY THE COMMISSIONER SECRETARY TO THE GOVERNMENT OF ASSAM, LABOUR WELFARE DEPARTMENT, DISPUR, GUWAHATI 7861006.

2:ASSAM CHAH KARMACHARI SANGHA
TINGARI CIRCLE
REPRESENTED BY ITS SECRETARY
PIN-786145

Advocate for the Petitioner : MR. BHASKAR DUTTA, SENIOR ADVOCATE, MR JITENDRA DAS

Advocate for the Respondent : GA, ASSAM,

BEFORE

HON'BLE MR. JUSTICE ANJAN MONI KALITA

O R D E R

30.06.2026

Heard Mr. B. Dutta, learned senior counsel assisted by Mr. S. Deka, learned counsel and Mr. J. Das, learned counsel for the petitioners. Also heard Ms. D.D Barman, learned Additional Senior Government Advocate for respondent No.1.

2. WP(C) No.3548/2026 and WP(C) No.3549/2026 have been heard together as in both the writ petitions, the same order dated 25.02.2026 passed by the Presiding Officer, Industrial Tribunal, Dibrugarh in Reference Case No.13/2022 has been challenged.

3. **WP(C) No.3548/2026**:

The petitioner in the instant case, Warren Tea Limited is a Company incorporated under the Companies Act, having its registered office at 8th Floor, Johar Building, P-1, Hide Lane, Kolkata-700073, West Bengal. The brief facts leading to this instant writ petition are that the respondent No.1, in exercise of powers under Section 10(1) of the Industrial Dispute Act, 1947 issued Notification No.ECF.242621 (02/11/2022), referring an industrial dispute for adjudication before the learned Industrial Tribunal, Dibrugarh, which was registered as Reference Case No.13/2022.

4. The terms of reference were confined to the questions as reproduced herein below:-

(A) Whether the managements unilateral decision to discontinue pensionery benefits of retired staff was valid; and

(B) Whether the retired staff of Warren Tea Limited were entitled to continuous pensionery benefits.

5. The petitioners case is that after issuance of the notification and commencement of the reference proceedings, the petitioners entered into separate agreements for sale dated 18.01.2023 in respect of Deohall Tea Estate, Duamara Tea Estate, Tara Tea Estate and Hatimara Tea Estate. In terms of the aforesaid agreements for sale, Deohall Tea Estate, Duamara Tea Estate and Tara Tea Estate were transferred to Dhunseri Tea & Industries Limited and Hatimara Tea Estate was transferred to Madhuting Tea Private Limited with effect from 01.01.2023. The petitioner filed its written statement before the learned Industrial Tribunal and specifically brought on record aforesaid transfer of the Tea Estates and pleaded that Dhunseri Tea & Industries Limited and Madhuting Tea Private Limited were necessary parties for effective adjudication of the reference proceeding.

6. The petitioners plea was considered by the learned Industrial Tribunal, Dibrugarh and vide order dated 27.11.2024, the learned Tribunal recorded the stand taken by the petitioners regarding transfer of Tea Estates and further recorded that the workman side has no objection to the impleadment of Dhunseri Tea & Industries Limited and Madhuting Tea Private Limited and accordingly, the learned Tribunal impleaded the aforesaid Companies as necessary parties to the reference proceeding. After such impleadment, Dhunseri Tea & Industries Limited and Madhuting Tea Private Limited entered appearance before the learned Tribunal and filed their respective written statements.

7. It is the case of the petitioners that during the course of the proceedings, learned Tribunal called upon the parties to produce certain

documents relating to the transfer of the Tea Estates and proceeded to examine issues relating to validity of the transfer transactions, corporate approvals and allied matters, notwithstanding that such issues did not form part of the reference. Ultimately, the learned Tribunal vide its order dated 25.02.2026, passed in Reference Case No.13/2022, rendered findings concerning liability and validity of the agreement for sale, legality of the transfer transactions, alleged non-compliance with the provisions of Companies Act, 2013 and further recorded findings pertaining to alleged fraud, conspiracy, collusion and sham transactions. The learned Tribunal further directed communication of the matter to the Serious Fraud Investigation Office (SFIO) and imposed cost of Rs.5,00,000/- (rupees five lakhs) and proceeded to delete Dhunseri Tea & Industries Limited and Madhuting Tea Private Limited from the array of parties despite having earlier impleaded them as necessary parties to the proceedings.

8. Being highly aggrieved and dissatisfied with the findings, observations and directions contained in the impugned order dated 25.02.2026, the petitioner has approached this Court by way of the present writ petition.

9. **WP(C) No.3549/2026**:

The petitioner No.1 namely Dhunseri Tea & Industries Limited, is a Company incorporated under the Companies Act, having its registered office at Dhunseri House, 4A, Woodburn Park, Kolkata-700020, West Bengal, whereas the petitioner No.2 namely Madhuting Tea Private Limited, is a Company incorporated under the Companies Act, having its registered office at Dhunseri House, 4A, Woodburn Park, Kolkata-700020, West Bengal.

10. In the instant case also, the petitioners' case is that after the reference made by the respondent No.1, which was registered as Reference Case No.13/2022, Warren Tea Limited appeared in the aforesaid reference before the learned Industrial Tribunal, Dibrugarh. It is contended that the Warren Tea Limited filed an application before the learned Industrial Tribunal for impleading the present petitioners as parties due to the fact that vide separate agreements for sale dated 18.01.2023, Deohall Tea Estate, Duamara Tea Estate and Tara Tea Estate stood transferred to the petitioner No.1 company whereas Hatimara Tea Estate stood transferred to petitioner No.2 Company. The aforesaid agreements for sale stipulated an effective date of transfer as 01.01.2023. It is contended that the application for impleadment of the petitioner Nos. 1 and 2 have been allowed by the learned Industrial Tribunal, Dibrugarh after hearing the parties and with the consent of the workmen side i.e. respondent No.2 in the instant writ petition.

11. While the petitioners have participated in the proceedings in the Reference Case No.13/2022, by filing their written statements, the learned Tribunal called upon the parties to place certain documents relating to transfer of Tea Estates. It is contended that while the reference proceeding remained pending for adjudication of the issue referred by the appropriate Government, the learned Tribunal proceeded to examine the question relating to legality and validity of the aforesaid transfer transactions and the agreements for sale relied upon by Warren Tea Limited and the present petitioners. It is contended that ultimately, by impugned order dated 25.02.2026 passed in Reference Case No.13/2022, the learned Tribunal while travelling beyond the scope of the reference,

had rendered extensive findings concerning the legality and validity of the agreements for sale relied upon by Warren Tea Limited and the present petitioners, the legality of the transfer transactions, alleged non-compliance with the provisions of the Companies Act, 2013 and further recorded findings pertaining to alleged fraud, conspiracy, collusion and sham transactions. The learned Tribunal further proceeded to hold the alleged transactions in favour of the petitioners had not been validly affected and on the basis of such findings, directed deletion of the present petitioners from the array of the parties to the reference proceeding. The learned Tribunal also directed communication of the matter to the Serious Fraud Investigation Office (SFIO) for appropriate action and directed cost of Rs.5,00,000/- each on the petitioners.

12. Being aggrieved and dissatisfied with the aforesaid findings, directions and observations vide impugned order dated 25.02.2026, the petitioners have approached this Court by filing this instant writ petition.

13. Mr. B. Dutta, learned senior counsel appearing for the petitioners in both the aforesaid writ petitions, submits that the learned Industrial Tribunal, Dibrugarh has committed manifested error in passing the order dated 25.02.2026 by travelling beyond the reference made by the Government of Assam, Labour and Welfare Department vide its Notification dated 02.11.2022. He submits that vide the notification, only two issues were referred for adjudication by the learned Industrial Tribunal, Dibrugarh, which are as follows:-

(1) Whether the management one side’s decision to discontinue the pensionery benefits of retired staff is valid or not; and

(2) Whether the retired staff of Warren Tea Limited were entitled to continuous pensionery benefits.

He submits that Warren Tea Limited has entered into separate agreements for sale of its Tea Gardens namely, Deohall Tea Estate, Duamara Tea Estate, Tara Tea Estate with Dhunseri Tea Industries Limited on the same date i.e. 18.01.2023, whereas the aforesaid Warren Tea Limited had entered into an agreement for sale on the same date i.e. 18.01.2023 with Madhuting Tea Private Limited for Hatimara Tea Estate. He submits that for all those aforesaid agreements, 01.01.2023 has been made as the effective date and in terms of the aforesaid agreement, after the effective date, the Dhunseri Tea Industries Limited and Madhuting Tea Private Limited had become responsible for payment of gratuity and all other dues to the eligible employees. He submits that after the aforesaid agreement of sale, the management of the Tea Estates have been transferred to the aforesaid two Companies i.e. the petitioner Nos. 1 and 2 and all the liabilities, if any accrued to anyone, shall be the liabilities of the aforesaid two companies. He submits that in view of the aforesaid, the petitioners had filed a petition before the learned Tribunal for impleading the aforesaid two Companies and the same was allowed by the learned Presiding Officer of the Industrial Tribunal, Dibrugarh with the consent of the respondent i.e., the Assam Chah Karmachari Sangha which was done after hearing the parties and finding out that the aforesaid two companies are necessary parties for proper adjudication of the matter. He submits that after the parties had been impleaded, the matter was being proceeded. He submits that for the reasons best known to the learned Industrial Tribunal, the learned Tribunal started asking for certain documents relating to the sale and transfer of the aforesaid Tea Gardens of Warren Tea Limited to the aforesaid two Companies and thereafter, started questioning about the validity of the agreements for sale and transfer of the aforesaid Tea Gardens by Warren Tea Limited to the aforesaid two companies. He submits that though the parties i.e. the petitioners in the instant two writ petitions have complied with the requests of the Industrial Tribunal and submitted those documents, the learned Industrial Tribunal had gone beyond its jurisdiction by coming into the finding that the aforesaid agreements to sale of the Tea Gardens are not legal and alleged non-compliance with the provisions of the Companies Act, 2013. He submits that the learned Industrial Tribunal recorded findings pertaining to alleged fraud, conspiracy, collusion and sham transactions and also proceeded to hold that the alleged transfers in favour of the petitioner Nos. 1 and 2 in WP(C) NO.3549/2026 had not been validly effected and therefore, directed deletion of the aforesaid petitioners from the reference proceedings. He submits that the learned Tribunal further directed communication of the matter to the Serious Fraud Investigation Office (SFIO) for appropriate action and had also imposed cost of Rs.5,00,000/- (rupees five lakhs) each on the petitioners. He submits that all those exercise and findings by the learned Industrial Tribunal are not permitted under the Industrial Disputes Act, 1947. He submits that when a reference is sent by the appropriate Government to any Industrial Tribunal or Labour Court, the Industrial Tribunal or Labour Court has to confine itself to the reference only and is not allowed to go beyond the reference and look into other aspects of the matter.

14. In view of the aforesaid, he submits that the order dated

25.02.2026 is passed by the learned Industrial Tribunal, Dibrugarh without having any jurisdiction and therefore, the same should be at once set aside and quashed. He further submits that the cost of Rs.5,00,000/- each imposed upon Warren Tea Limited and the other two Companies i.e. the petitioner Nos. 1 and 2 in WP(C) NO.3549/2026 is in total violation of the settled laws as the Industrial Tribunal does not have the power to impose such costs.

15. As far as his submission that the Industrial Tribunal has gone beyond the jurisdiction in the reference is involved herein, he has referred to the case of ***National Engineering Industries Limited –vs- State of Rajasthan and Others,*** reported in ***(2000) 1 SCC 371*** and ***Management of the Food Corporation of India –vs- General Secretary Food Corporation of India Mazdoor Sangha and another***, reported in ***(2013) 1 GLR 852,*** wherein the Hon'ble Supreme Court as well as the Gauhati High Court held that Industrial Tribunal gets jurisdiction on the basis of the reference. Therefore, it cannot go into a question on the validity of the reference as well as the questions beyond the reference.

16. This Court has heard the submissions made by the learned counsel appearing for the petitioners. It is a settled law that an Industrial Tribunal gets the jurisdiction only upon a reference by an appropriate Government and its jurisdiction is confined to only adjudicate those points which have been referred to it. In this Connection, Section 10(4) of the Industrial Disputes Act, 1947 being relevant is extracted herein below:-

> *4. Where in an order referring an industrial dispute to a Labour Court, Tribunal or National Tribunal under this section or in a subsequent*

order, the appropriate Government has specified the points of dispute for adjudication, the Labour Court or the Tribunal or the National Tribunal, as the case may be, shall confine its adjudication to those points and matters incidental thereto.

17. In the instant case in hand, it is seen that though the reference proceeding is still going on before the Industrial Tribunal, Dibrugarh, an order has been passed whereby certain findings have been given on certain documents, which prima-facie cannot be termed as incidental to the reference. It is seen that the learned Tribunal, Dibrugarh has also imposed cost of Rs.5,00,000/- each on the petitioners of the instant writ petitions for the reason of alleged delaying tactics deployed by the petitioners and thereby depriving the retired officials of the Tea Gardens. It is also seen that the matter has been referred to the Serious Fraud Investigation Office (SFIO) for appropriate action. It is seen in the instant case that Warren Tea Limited has entered into separate agreements with Dhunseri Tea and Industries Limited and Madhuting Tea Private Limited respectively for sale of the above mentioned four tea Gardens and the management of the Tea Gardens have already been handed over to the aforesaid two Companies by Warren Tea Limited. In the reference before the Industrial Tribunal, Dibrugarh, a prayer was made for impleading the aforesaid two Companies and the same was accordingly was done with the consent by the Assam Chah Karmachari Sangha (The respondent in the reference). However, rather than answering the reference which has been specifically sent for adjudication, the learned Industrial Tribunal has gone into other aspects of the matter, which cannot be termed incidental or directly connected to the issue in reference.

18. In this connection, the case of ***Delhi Cloth and General Mills Company Limited –vs- Workmen and Others***, reported in ***1966 SCC OnLine SC 83***, can be referred to, wherein the Hon'ble Supreme Court has held that while it is open to the appropriate Government to refer the dispute or any matter appearing to be connected therewith for adjudication, the Tribunal must confine its adjudication to the points of dispute referred and matters incidental thereto. In other words, the Tribunal is not free to enlarge the scope of the dispute referred to it, but must confine its attention to the points specifically mentioned and anything which is incidental thereto.

19. Taking into account the settled position of law as well as the submissions made by the learned senior Counsel appearing for the petitioners, this Court is of the view that the issue involved in the instant writ petitions shall require further consideration.

20. Accordingly, let notice be issued to the respondents, returnable on 17.07.2026.

21. Petitioners to take steps for service of notice upon the respondents by speed post within two days from passing of this order.

22. Formal notice to respondent No.1 is dispensed with as Ms. D.D Barman, learned Additional Senior Government Advocate appears for respondent No.1 in both the writ petitions. However, extra copies of the petitions may be served upon her.

23. Having heard the submissions made in the instant case by the learned Senior Counsel appearing for the petitioners and being prima-facie satisfied with the submissions, in interim, the impugned order dated

25.02.2026 passed in Reference Case No.13/2022 by the Industrial Tribunal, Dibrugarh is stayed till the next date fixed i.e. 17.07.2026.

24. List the matters on 17.07.2026.

JUDGE

Comparing Assistant