



IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

jmi

SUIT NO. 924 OF 2001.

Anil K. Bodani & Anr. ..Plaintiffs.

vs.

Manju Meadows Pvt. Ltd. & Ors. ..Defendants.

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Mr. Gautam Patel, i/b.M/s. Negandhi Shah & Himaytullah, for Plaintiffs.

Mr. Cyrus Ardhesir, i/b. Kanga & Co., for Defendant No.1.

Mr. Simil Purohit, i/b. Advani & Co., for Defendant No.2.

Mr. Chetan Kapadia, i/b. Desai & Carrimjee, for Defendant No.10.

Mr. Sidharth Samntaray, i/b. Shiralkar & Co., for Defendant No.21.

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CORAM : S.J. KATHAWALLA, J.

DATE : 12TH SEPTEMBER 2011.

PC. :

The following issues are framed in the above Suit :-

(1) Whether the Plaintiffs prove that the Plaintiffs acquired 24,999 shares, i.e. a 99.96% equity stake in the Defendant No.1 company under the Share Purchase Agreement dated 27.10.1998 ?

(2) Whether the 2nd and 3rd Defendants prove that the said Share Purchase Agreement was only by way of security for an underlying loan transaction as alleged in parara 4.7, 4.8, 4.9 , 29 and 32 of the 3rd Defendant's Written Statement and in para 11 of the 2nd Defendant's Written Statement ?

(3) Whether the Plaintiffs prove that Defendant Nos. 2, 8 and 9 ceased to be Directors of Defendant No.1 Company with effect from 9th January 2011 as alleged in para 2(b) of the Plaint ?

(4) Whether the 1st Plaintiffs ceased to be a Director of



the 1st Defendant Company in September 1999 ?

(5) Whether the Plaintiffs prove that the 2nd Defendant agreed in the meeting alleged by the Plaintiffs to have been held in November 2000 that the 2nd Defendant and his nominees would resign as Directors of the 1st Defendant ?

(6) Whether the 2nd Defendant proves that the Share Purchase Agreement and other documents dated 27th October 1998 were validly cancelled/terminated on 21st November 2000 as alleged in para 34 of the 2nd Defendant's Written Statement ?

(7) Whether the Plaintiffs prove that the resolutions passed at the 24th Annual General Meeting of the 1st Defendant Company held on 30th September 2000 are illegal, null and void ?

(8) Whether the Plaintiffs prove that Defendant Nos. 16 to 20 are validly appointed Directors of Defendant No.1 Company as alleged in para 2(h) of the Plaint ?

(9) Whether the Defendant Nos. 2 and 12 prove that the 12th Defendant was entitled to attend, participate in or vote at the Annual General Meeting of the 1st Defendant held on 30th September 2000 either on his own, or on behalf of the 11th Defendant ?

(10) Whether the Plaintiffs prove that the Minutes of the 24th Annual General Meeting of the 1st Defendant Company held on 30.09.2000 are fabricated and got up documents and are illegal, null and void ?

(11) Whether the Plaintiffs prove that resolutions were validly passed/carried at the Extraordinary General Meeting of the 1st Defendant held on 9th January 2001 removing Defendant Nos. 2, 8 and 9 as Directors of the 1st Defendant Company and whether the said Directors thereupon ceased to be Directors of the 1st Defendant Company and, if so, from what date ?

(12) Whether the Plaintiffs prove that the meetings of the Board of Directors of the 1st Defendant Company



purportedly held on 18th October 2000 and 10th January 2001 were illegally/invalidly convened and that the resolutions passed at the said meetings are illegal, null and void and of no legal effect ?

(13) Whether the Plaintiffs prove that the Board Resolution dated 18th October 2000 to allot, and the allotment of 75,000 equity shares of Rs. 100/- each of the 1st Defendant Company to the 11th Defendant are illegal, null and void and of no legal effect ?

(14) Whether the 2nd Defendant proves the allotment of 75,000 equity shares of the 1st Defendant Company to the 11th Defendant was with the knowledge and consent of the Plaintiffs as alleged in para 45 to 47, 58 and 106 of its Written Statement ?

(15) Whether the Defendants prove that on equity share of the 1st Defendant Company was legally and lawfully transferred from the 10th Defendant to the 11th Defendant on 15th June 1992 as alleged in para 9 of the Written Statement of the 10th Defendant and para 2 of the Written Statement of the 11th Defendant ?

(16) Whether the Plaintiffs prove that they are entitled to a decree of specific performance of the Share Purchase Agreement dated 27th October 1998 against Defendant Nos. 2 to 9 ?

(17) If the answer to Issue 16 above is in the negative, whether the Plaintiffs prove that they are, in the alternative, entitled to a decree in damages jointly and/or severally against Defendant Nos. 2 to 15 and if so, in what amount ?

(18) Whether the Plaintiffs prove that the following documents are liable to be delivered up for cancellation and cancelled -

(a) The minutes of the 24th Annual General Meeting of the 1st Defendant Company held on 30th September 2000 ?

(b) The minutes of the Extraordinary General Meeting of the 1st Defendant Company held on 9th January 2001 ?



(c) The minutes of the meetings of the Board of Directors of the 1st Defendant Company held on 18th October 2000 and 10th January 2001 ?

(19) What reliefs ?

2. Parties to file their respective Affidavits of Documents on or before 23rd September 2011. Discovery and Inspection, including Admission and Denial of Documents, to be completed on or before 14th October 2011. Affidavit/s in lieu of Examination-in-Chief on behalf of the Plaintiffs shall be filed on or before 8th November 2011.

3. Suit to be placed on board on 15th November 2011 for marking of Exhibits in Evidence and Directions.

[S.J. KATHAWALLA, J.]