



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

INTERIM APPLICATION (L) NO. 19186 OF 2026

IN

APPEAL (L) NO. 18489 OF 2023

Nikhil Himatlal Gandhi .. Applicant

In the matter between :

Himatlal Shantilal Gandhi & Ors. .. Appellants

Versus

Sandeep Kirtibhai Gandhi & Ors. .. Respondents

Mr. Simil Purohit, Senior Advocate a/w Adv. Rutwij Bapat, Adv. Nikita Vardhan, Adv. Nidhi Pathak & Adv. Stuti Menon i/b. Kanga and Company for the Applicants.

Adv. Raj Patel a/w Adv. Deeksha Jani, Adv. Jinay Jain i/b Jani & Parikh for Respondent Nos. 2 & 3 in IA.

CORAM: B. P. COLABAWALLA &
FIRDOSH P. POONIWALLA, JJ.

DATE: JUNE 9, 2026

P. C.

1. The above Appeal has been filed challenging the Order passed by the Learned Single Judge dated 9th June, 2023.

2. Today, an urgent Interim Application is filed by the Appellant/Applicant basically to challenge or restrain Respondent Nos. 3 and 4 and/or



Pacific Harish Industries Ltd. (for short 'the company') and/or its directors, officers, employees, agents and/or any person claiming through or under them, from holding, conveying, or taking any steps in furtherance of the Board Meeting of the Company proposed to be held on 9th June, 2026, or any subsequent date. The Agenda for the Board Meeting is at page 37 of the Interim Application. The two points in the Agenda that are seriously opposed by Mr. Purohit, the Learned Senior Counsel appearing on behalf of the Applicant/Appellant, are Item Nos. 6 and 8 of the said Agenda. The Agenda of the meeting proposed to be held on 9th June, 2026 is as under :

***“ANNEXURE I
PACIFIC-HARISH INDUSTRIES LIMITED
Agenda***

FOR THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY.

Date :09th June, 2026
Day :Tuesday
Time :11.00 A.M.
Venue :02nd Floor, 19, Parsi Panchayat Road, Andheri (East), Mumbai
400069, Maharashtra.

BOARD MEMBERS

- | | |
|--|-------------------|
| <i>1. Mr. Nikhil Himatlal Gandhi</i> | <i>- Director</i> |
| <i>2. Mr. Manish Kalidas Vagadia</i> | <i>- Director</i> |
| <i>3. Mr. Hitendra Chimanlal Desai</i> | <i>- Director</i> |

INDEX



Sr. No.	Description
1	<i>To grant leave of absence, if any.</i>
2	<i>To elect the Chairman of the Meeting.</i>
3	<i>To discuss and consider the appointment of the Chairman for the proposed Meeting of the Shareholders of the Company.</i>
4	<i>To consider and recommend the appointment of a new Auditor as the Statutory Auditor of the Company to fill the casual vacancy by the Shareholders.</i>
5	<i>To consider and approve i) Date, place and time for the proposed Meeting of the Shareholders and ii) Draft notice of the proposed Meeting of the Shareholders of the Company.</i>
6	<i>To consider and approve the Provisional Financial Accounts and Draft Directors' Report for FY 2019-2020.</i>
7	<i>To consider the Resignation of Mr. Hitendra Chimanlal Desai from the post of Directorship of the Company.</i>
8	<i>To consider the proposal for appointment of Directors whereby each family proposes to appoint one Director each, namely: i) Mr. Sandeep Gandhi on behalf of the family of Late Mr. Kirtikumar Gandhi and ii) One more Director to be nominated by Mr. Nikhil Gandhi on behalf of the family of Late Mr. Himatlal Gandhi.</i>
9	<i>To consider the conversion of physical shares Into demat form, the Company being a Public Company.</i>
10	<i>Any other matter with the permission of the Chairman.</i>

For pacific-Harish Industries Limited

Manish Vagadia

DirectorsDin : 00453938

Place : Mumbai”

3. After hearing the learned counsel for the parties, we are of the view that the opposition to Item Nos. 6 and 8 of the Agenda is wholly



misconceived. The apprehension of the Appellant is that, if Item No. 6 is approved, it would directly affect the challenge laid by the Appellant to a slump sale conducted by the Company. The said slump sale is, *inter alia*, challenged by initiating proceedings before the NCLT, which are pending. We fail to understand how the mere approval of the provisional financial accounts and the Draft Director Report for Financial Year 2019-20 would affect the challenge laid by the Appellant to the slump sale, and which forms the subject matter of the NCLT proceedings. However, to obviate any apprehension on the part of the Appellant, we hereby clarify that the approval of the financial accounts and the Draft Director's Report, either by the Board of Directors of the Company, or its shareholders, shall not in any way affect the legality or otherwise of the slump sale of the Non-Woven Division (NWD) and Polyester Staple Fiber Division (PSFD) of the Company to Harish Textile Engineers Ltd. Once this clarification is given, we find that the apprehension of the Appellant is duly redressed.

4. As far as Item No. 8 is concerned, we do not find the opposition to be of any substance. As can be seen from the Agenda reproduced above, one director, namely Mr. Hitendra Chimanlal Desai, who is a nominee director of Respondent No.2 in the Interim Application (Sandeep Gandhi) and Respondent No.1 in the above Appeal, is resigning Mr. Sandeep Gandhi



is now being brought on the Board of Directors of the Company. In fact, as per Item No. 8 of the Agenda, one director to be nominated by Mr. Nikhil Himatlal Gandhi (Appellant/Applicant) is also provided. Infact, we are informed that originally, there were three directors of the Company, of which two were nominee Directors of Mr. Sandeep Gandhi, and Mr. Nikhil Gandhi (Appellant) was a director. Now by virtue of Item No. 8 of the Agenda, Mr. Nikhil Gandhi will have two directors on the Board and so will Mr. Sandeep Gandhi. We therefore find that any opposition to Item No. 8 of the Agenda is also wholly misconceived.

5. Accordingly, the above Interim Application is disposed of with the above clarification.

6. However, there shall be no order as to costs.

7. This order will be digitally signed by the Private Secretary/ Personal Assistant of this Court. All concerned will act on production by fax or email of a digitally signed copy of this order.

[FIRDOSH P. POONIWALLA, J.]

[B. P. COLABAWALLA, J.]