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ORDER SHEET

IN THE HIGH COURT AT CALCUTTA
Ordinary Original Civil Jurisdiction
ORIGINAL SIDE

IA No. GA/1/2025
In CS/95/2025

OMDAYAL EDUCATIONAL AND RESEARCH SOCIETY AND ANR.
-VS-
SHYAM SUNDAR AGARWAL AND ORS

BEFORE:
The Hon'ble JUSTICE ARINDAM MUKHERJEE
Date: September 9, 2025

Appearance:

Mr. Soumendra Nath Mookherjee, Sr. Adv.
Mr. Ratnanko Banerji, Sr. Adv.
Mr. Deepan Kr. Sarkar, Adv.
Mr. Dinabandhu Das, Adv.
Mr. Shubhrojyoti Mookherjee, Adv.
Mr. Yash Singhi, Adv.
Mr. Naman Chowdhury, Adv.
Mr. Samriddha Sen, Adv.
Ms. Deepti Priya, Adv.
Mr. Dipayan Das, Adv.
... for the plaintiffs

Mr. Surajit Nath Mitra, Sr. Adv.
Mr. Debanjan Mandal, Adv.
Mr. Chayan Gupta, Adv.
Ms. Iram Hassan, Adv.
Mr. Pourush Bandopadhyay, Adv.
Ms. Yukti Agarwal, Adv.
Mr. Himanshu Bhawsinghka, Adv.
... for Omdayal Educational and Research Society

Mr. Abhrajit Mitra, Sr. Adv.
Mr. Debanjan Mandal, Adv.
Mr. Dharendra Nath Sharma, Sr. Adv.
Mr. Sarvapriya Mukherjee, Adv.
Mr. Satadeep Bhattacharyya, Adv.
Ms. Iram Hassan, Adv.
Ms. Yukti Agarwal, Adv.
Mr. Himanshu Bhawsinghka, Adv.
... for the defendant nos.1, 2 and 3

Mr. Ranjan Bachawat, Sr. Adv.
Mr. Debanjan Mandal, Adv.
Mr. Satyaki Mukherjee, Adv.
Mr. Bhavesh Garodia, Adv.
Ms. Iram Hassan, Adv.
Ms. Yukti Agarwal, Adv.
Mr. Himanshu Bhawsinghka, Adv.
... for the defendant no.4

Mr. Jishnu Chowdhury, Sr. Adv.
Mr. Abhidipta Tarafdar, Adv.
Mr. Amartya Basu, Adv.
... for the defendant no.5 & 6.

Mr. Jaydip Kar, Sr. Adv.
Mr. Abhijit Sarkar, Adv.
Mr. Sourodeep Banerjee, Adv.
... for the teachers

Mr. Sabyasachi Chowdhury, Sr. Adv.
Mr. Rajarshi Dutta, Adv.
Mr. Shounak Mukhopadhyay, Adv.
Ms. Pooja Shaw, Adv.
... ... for Tarita Sanjiv Agarwal, Natasha
Dandia Agarwal and Ritu Agarwal

The Court: The plaintiff no.1 (hereinafter for the sake of convenience referred to as the “Said Society”) is a society registered under the West Bengal Societies Registration Act, 1961 (hereinafter referred to as the “Said Society”). The plaintiff no.2 is the Secretary of the said society.

The plaintiffs have instituted the above suit inter alia for the following reliefs:

- “a) Declaration that the Plaintiff No. 2 and the proforma Defendant Nos. 5 and 6 have a vested right to be part of the Governing Body of the said Society;*
- b) Declaration that the impugned notice and agenda dated 17th August, 2025, being Annexure “R” hereto,*

are in violation of the Regulations of the said society as also the provisions of West Bengal Societies Registration Act, 1961, illegal, null and void;

c) Declaration that the impugned emergency meeting held on 18th August, 2025 has not been convened or conducted in accordance with the Regulations of the said Society as also the provisions of West Bengal Societies Registration Act, 1961;

d) Declaration that the minutes of the impugned emergency meeting held on 18th August, 2025, being Annexure “T” hereto, the impugned resolutions (specifically the resolutions passed and adopted in respect of item nos. 1 and 3 to 6), being Annexure “S” hereto, and all acts, steps and measures taken by the Defendant Nos. 1 to 4 pursuant to and/or in aid and/or furtherance thereof are illegal, null, void and in violation of the Regulations of the said society as also the provisions of West Bengal Societies Registration Act, 1961;

e) Declaration that Tarita Sanjiv Agarwal, Natasha Dandia Agarwal and Ritu Agarwal are not valid members of the said Society and have been illegally and wrongfully inducted as the members of the said

Society, in violation of the Regulations of the said Society;

f) Decree for delivery up and cancellation of the impugned notice and agenda dated 16th August, 2025, being Annexure “R” hereto, the minutes of the impugned emergency meeting held on 18th August, 2025, being Annexure hereto, the impugned resolutions dated 18th August, 2025 (passed in respect of items 1 and 3 to 6 of the impugned notice), being Annexure “T” hereto, and any and all notices, decisions minutes, resolutions and communications issued or drawn up or passed or communication by the Defendant Nos. 1 to 4 pursuant thereto and/or in aid and/or in furtherance thereof;

g) Decree for perpetual injunction restraining the Defendant Nos. 1 to 4 and each of them and their men/agents, servants and/or assigns from referring to relying upon or giving any effect to and/or acting in terms of or in furtherance of the impugned notice and agenda dated 16th August, 2025, being Annexure “R” hereto, the minutes of the impugned emergency meeting held on 18th August, 2025, being Annexure “T” hereto, the impugned resolutions dated 18th August,

2025 (to the extent that the same pertains to Items 1 and 3 to 6), being Annexure “S” thereto, and any and all notices, decisions, minutes, resolutions and communications issued or drawn up or passed or communicated by the Defendant Nos. 1 to 4 pursuant thereto and/or in aid and/or in furtherance thereof, in any manner whatsoever or from producing the same before any third party or entity;

h) Decree for perpetual injunction restraining the Defendant Nos. 1 to 4 and each of them and their men/agents, servants and/or assigns from interfering and/or intermeddling with the affairs of the said Society, from disturbing the Plaintiff No. 2 and the employees of the said Society as also the Defendant Nos. 5 and 6 in discharging their functions in the said Society and from taking any prejudicial step against them in any manner whatsoever;

i) Injunction;

j) Receiver;

k) Costs;

l) Such further and/or other relief or reliefs.”

In the above suit the plaintiffs have taken out this application inter alia seeking the following reliefs:

“a) Stay of operation of the minutes of the impugned emergency meeting, being Annexure “T” hereto and the impugned resolutions passed in the impugned emergency meeting (to the extent that the same pertains to Items 1, 3 & 6), being Annexure “S” hereto, till disposal of the instant suit;

b) Order of injunction be passed restraining the Respondent Nos. 1 to 4 or their men/agents, servants and/or assigns and anyone claiming through or under them and each of them to not take any step or act in aid or furtherance or pursuance of the minutes of the impugned emergency meeting, being Annexure “T” hereto and the impugned resolutions passed in the impugned emergency meeting (to the extent that the same pertains to Items 1 and 3 to 6), being Annexure “U” hereto, till the final adjudication of the present suit;

c) Order of injunction restraining the Respondents Nos. 1 to 4 and each of them and their men/agents, servants and/or assigns and anyone claiming through or under them from referring to relying upon or giving any effect to and/or acting in terms of or in furtherance of the impugned notice dated 16th August, 2025, being Annexure “R” hereto, the impugned minutes dated 18th

August, 2025, being Annexure “T” hereto, and the impugned resolutions dated 18th August, 2025 (to the extent that the same pertains to Items 1 and 3 to 6), being Annexure “S” hereto, and any and all notices, decisions, minutes, resolutions and communications issued or drawn up or passed or communicated by the Respondents Nos. 1 to 4 pursuant thereto and/or in aid and/or in furtherance thereof, in any manner whatsoever or from producing the same before any third party or entity, till final adjudication of the instant suit;

d) Mandatory injunction directing the Defendant Nos. 1 to 4 to ensure that Tarita Sanjeev Agarwal, Natasha Dandia Agarwal and Ritu Agarwal would not participate in the affairs of the said Society, till final adjudication of the instant suit;

e) Mandatory injunction directing the Defendant Nos. 1 to 4 to ensure that Mr. Anand Kumar Gupta would not act as the Authorised Representative of the said Society, till final adjudication of the instant suit;

f) Mandatory injunction directing the Defendant Nos. 1 to 4 to ensure that that Sanjiv Agarwal and Sagar Sanjiv Agarwal shall not act and/or take any steps

and/or affix their signature(s) in any cheque or any financial document and/or approve or disapprove any financial affairs of the said Society, till final adjudication of the instant suit;

g) Order of injunction restraining the Respondents Nos. 1 to 4 and each of them and their men/agents, servants and/or assigns from interfering and/or intermeddling with the affairs of the said Society, from disturbing the Petitioner No. 2 and the employees of the said Society as also the Respondents Nos. 5 and 6 in discharging their functions in the said Society and from taking any prejudicial step against them in any manner whatsoever, till the final adjudication of the instant suit;

h) Ad-interim order and/or orders in terms of prayers above;

i) Costs;

j) Such further and/or other relief or reliefs.”

The defendant no.1 is the President of the said society. Apart from plaintiff no. 2, the defendant nos.1, 2, 3 and 4 and the proforma defendant nos.5 and 6 are the members of the governing body of the said society. The plaintiff no.2 is the husband of proforma defendant no.5 while the proforma defendant no.6 is the daughter of the plaintiff no.2 and the proforma

defendant no.5. The defendant no.1 is the husband of defendant no.2 and father of defendant no.3 and proforma defendant no.5. The defendant no.4 is the son of defendant no.3 and as such the grandson of the defendant no.1. The defendant no.1 is also the maternal grandfather of proforma defendant no.6. The defendant no.1 also has another daughter, namely, Nisha Varech who along with her husband Pankaj Varesh are members of the said society but not the members of the governing body of the said society. It is, therefore, amply clear that the said society comprises of the defendant no.1 and his family members including his two married daughters, the son-in-laws and a grandchild from the daughters' side.

The plaintiffs say that the meeting of the society as per the regulations of the said society is required to be called by the Secretary i.e. the plaintiff no. 2. There was no requirement of calling any emergency meeting of the governing body of the said society as none of the agenda in the notice dated 16th August, 2025 demonstrate any urgency. The defendant no.1 has illegally and wrongfully and in an arbitrary manner called the said meeting. The notice dated 16th August, 2025 issued by the defendant no.1 for calling such emergency meeting of the governing body of the said society is illegal and void. No meeting of the governing body can or could have been held on the basis of such meeting. The decision taken at the purported meeting as reflected in the minutes are invalid and void inasmuch as no deliberation on any of the agenda had taken place to arrive at a decision in respect thereof for being adopted as a resolution of the said meeting. The

purported resolutions adopted at the said meeting are contrary to the applicable laws and the regulations of the said society. The purported dismissal of the four staff or employees without initiation of a disciplinary proceedings and allowing them an opportunity of having is in clear violation of the applicable laws for which the statutory permissions and no objections can be withdrawn and/or cancelled leading to even closing down of the schools and institutions operated by the said society. The said are detrimental to the interest of the said society. The plaintiffs also allege that the defendant nos. 1, 3 and 4 brought a prepared resolution to the said meeting and without any deliberation or objection from the side of the plaintiff no.2 the proforma defendant nos. 5 and 6 wanted the same to get through.

Inasmuch as the notice calling the meeting was an invalid one and that no meeting can or could have been actually held on the basis of such notice, the meeting is an invalid one and cannot be construed to be a meeting of the governing body of the said society. The resolutions adopted in the purported meeting said to have been held on 18th August, 2025 are also illegal and void. The said resolutions cannot be either acted upon or enforced. The purported notice dated 16th August, 2025 and the resolutions adopted in the meeting said to be held on 18th August, 2025 should, therefore, be stayed.

The plaintiffs further submitted that the letters exchanged by and between the parties particularly those dated 2nd July, 2025, 7th July, 2025 and 15th July, 2025 clearly demonstrate that the plaintiffs were never

opposed to initiate disciplinary proceedings against Sanjay Yadav, Vivek Agarwal and Ravi Shankar Sinha as requested by the defendant no. 1 but to hold the same evidence and particulars were necessary as the applicable law demand production of the same to form an opinion and proceed against the said three staff/employees of the said society. According to plaintiff no. 2 in absence of such evidence and particulars initiation of any disciplinary action would be contrary to law which is likely to cause detriment to the said society which may extend to the cancellation of licence and no objection certificates issued by various statutory authorities and the government for operating the schools and the educational institutions. No disciplinary proceedings can or could be initiated against the said three persons at the whims of the defendant no.1 even if he happens to be the President of the said society. The plaintiffs further submitted that the teaching and non-teaching staff were not only entitled to get their salary but enhanced salary as per the applicable law. The defendant no.1 or on his instruction the defendant no.3 cannot and could not have stood in the way of disbursing the same. The defendant no.1 and on his behest the defendant no. 3 declined to approve the salary sheet for payment of the salary to the teaching and non-teaching staff of the educational institutions operated by the said society at the enhanced rate. By doing so the defendant nos. 1 and 3 have created an impediment in the smooth functioning of the educational institution operated by the said society as non-payment of enhanced salary would lead to an unrest amongst the teachers and non-teaching staff of the educational

institutions operated by the said society and would further lead to loss of reputation.

The plaintiff no.2 had been the Secretary of the said society ever since 2003 and has an unblemished record. The allegations leveled against the plaintiff no.2 and the proforma defendant no.5 who happens to be the Treasurer for a considerable period of time are not only untrue and incorrect but also false. The whole object of the defendant no.1 is to take absolute control of the society in exclusion of the plaintiff no.2, the proforma defendant nos.5 and 6 and eliminate them from the society, if possible.

Although, the educational institutions operated by the said society had gained name and fame on the hard labour devoted by the plaintiff no.2 and proforma defendant no.5. The defendant nos.3 and 4 have assisted in the illegal activities of defendant no.1 so that they can take control of the society and in particular the educational institutions as the same are now well-established due to the hard labour of the plaintiff no. 2 and on from defendant no. 5 for their personal benefits. The entire acts and conduct of the defendant no.1, 3 and 4 are illegal and wrongful. The meeting was illegally convened. The resolutions adopted therein have been done in an illegal and wrongful manner and without observing the procedure required for holding a meeting of the governing body of the said society and, as such, requires to be interfered with.

In course of submission the plaintiffs have relied upon the following judgment in support of their contention.

- (i) 1973 (2) SCC 543 [**SRI PARMESHWARI PRASAD GUPTA VS. THE UNION OF INDIA**]
- (ii) 2007 (2) SCC 551 [**PREM LALA NAHATA AND ANOTHER VS. CHANDI PRASAD SIKARIA**]
- (iii) 2018 (11) SCC 780 [**SEJAL GLASS LIMITED VS. NAVILAN MERCHANTS PRIVATE LIMITED**]
- (iv) Judgment and Order dated 22nd September, 2023 passed in G.A. No. 4 of 2023 filed in CS 306 of 2022 [**The Punjab Produce and Trading Co. Private Limited and Ors. vs. Harsh Vardhan Lodha & Ors.**]

On behalf of proforma defendant no.5 and 6 it is submitted by relying upon a video clip of the said meeting which is said to have been disclosed by the plaintiffs in a pen drive annexed to the application in a sealed cover and played in Court that it is apparent therefrom that the meeting did not actually take place on 18th August, 2025. There was no discussion on any of the agenda. The defendant no.1 without consent of the other members of the governing body appointed the defendant no.4 as the Chairman of the said meeting which is contrary to the regulations of the said society. A prepared resolution brought to the venue were only read out at the meeting to project that the resolutions have been passed by raising of hands by the defendant no.1, 2 and 4 and thereby adopted. In the said meeting an outsider was present which is contrary of the regulations of the said society and as such the said meeting is invalid on that ground alone. Furthermore there were

three members who had admittedly attended the said meeting and had objected to the resolutions said to have been adopted in the said meeting by not raising their hands or voting in favour of the same. There were as such three members voting in favour of the resolutions allegedly adopted in the said meeting while three were against the same. The resolutions, therefore, cannot be construed to have been passed by the majority and as such void.

The contention that the President had the casting vote which on being exercised had the effect of passing the resolutions according to the said defendants cannot also be found from the video clip of the said meeting. The President (defendant no.1), therefore, did not exercise his casting vote and as such the resolutions cannot and could not have been passed or adopted at the said meeting. The meeting is illegal and invalid, the resolutions adopted therein are illegal and void. These resolutions cannot and could not be construed to have been adopted in a valid meeting for which the same can be either enforced or acted upon. The minutes of the meeting, therefore, should be set aside and/or quashed and as an ad interim measure the same should be stayed. It is further submitted by the proforma defendant nos.5 and 6 that as a Treasurer the proforma defendant no.5 had the authority to sign the cheques along with the Secretary of the said society being the plaintiff no.2. The cheques prepared by the society for payment of salary to the teaching and non-teaching staff of the educational institutes after being signed by the proforma defendant no.5 were sent to the defendant no.1 but was not counter-signed. In a designed manner in collusion and conspiracy

with each other the defendant nos.1, 2, 3 and 4 want to eliminate the plaintiff no.2, the proforma defendant nos.5 and 6 from society. As a prelude to such designed act the said defendants have changed the authorized signatories so that any amount at the whims of the defendant no.1 can be approved, sanctioned and paid without there being any resistance from the side of either the proforma defendant no.5 or the plaintiff no.2 even if such payments are found to be illegal and wrongful.

The defendant no.1 through his obedient son-in-law Pankaj Varech had filed a collusive suit before the learned Civil Judge (Junior Division), 1st Additional Court at Alipore being Title Suit No.1323 of 2025 to take absolute control of the said society by usurping the authority of the plaintiff no.2 and proforma defendant nos. 5 and 6. The ad interim order prayed in the said suit was refused on 20th August, 2025 against which the said Pankaj Varech filed a Misc. Appeal before the Court of the learned District Judge at Alipore being Misc. Appeal No.276 of 2025. In the application filed in the appeal the defendant no.1 has been able to obtain certain favourable orders pursued to which payment to the teaching and non-teaching staff have been made. The defendant no.1 with the active assistance of the defendant nos.3 and 4 is now attempting to take absolute control of the said society by gradually eliminating the plaintiff no.2 and the proforma defendant nos.5 and 6 from the said society. The four staff of the said society, whose services have been terminated by the purported resolution dated 18th August, 2025 are all senior staff who had assisted in the growth of educational institutes operated

by the said society. Once these staff are removed and men of choice of the defendant no.1 are implanted, there will be no one to listen to the instructions of the Secretary and the Treasurer, as a consequence whereof the role of the Secretary and the Treasurer will become otiose. The acts and conducts of the defendant nos.1, 2, 3 and 4 and in particular that of defendant no.1 should be interfered with by appropriate orders passed against them.

On behalf of the society (plaintiff no. 1) a separate representation has been made on the ground that the plaintiff no. 2 was never authorized by the said society to verify and affirm the plaint and institute the above suit. The regulations of the said society in particular relating to “suit and legal proceedings” according to the said society clearly indicate that all suits and legal proceedings by or against the society shall be in the name of the Secretary or such person as may be appointed by the committee. The plaintiff no. 2 in the capacity of the Secretary as per the resolution is the person who can sue or sued on behalf of the Secretary. The general proposition do away with the requirement of the Secretary being authorized by the Governing Body by passing a resolution in the governing body to enable the Secretary to file a suit on behalf of the society. The Secretary (plaintiff no. 2) in order to verify and/or affirm the plaint required a resolution of the Governing body of the said society to file the suit. In absence of such resolution, the plaintiff no. 2 just because of being the Secretary of the said society cannot and could not have instituted the suit.

Any action by the society and/or against it is actually dealt with by the governing body or any committee formed and/or authorized by the governing body specifically for such purpose. Any legal action on the part of the society has to be by way of a decision taken in the governing body for such purpose and by authorizing a person who for such purpose has the authority to initiate the same. No decision has been taken by the governing body for instituting the above suit. No resolution has been also passed either to institute the suit or authorizing the plaintiff no. 2 to initiate the same. The said society at its meeting of the governing body held on 15th August, 2025 by majority decision has authorized Anand Kumar Gupta to represent the said society in any litigation had unless the said resolution is held to be invalid and void the Secretary cannot and could not have instituted the suit which is admittedly filed after 18th August, 2025. The suit therefore should not be construed to have been filed by the said society (plaintiff no. 1). On a bare reading of the plaint it will be apparent that the suit has been instituted by the plaintiff no. 2 on behalf of the plaintiff no. 1 of course for personal gain of the plaintiff no. 2. The said suit as such should be dismissed by rejecting the plaint. The said society through Anand Kumar Gupta has filed an application for rejection of the plaint filed in the above suit and for dismissal of the suit being I.A. G.A. no. 3 of 2025 stating inter alia amongst other these grounds.

It is further submitted by the said society that the suit as framed is also not maintainable. The plaintiffs in the above suit which includes the said

society as plaintiff no. 1 have sought for a declaration that the plaintiff no. 2 and the proforma defendant nos. 5 and 6 have a vested right to be part of the governing body of the said society as the first relief in the suit. The said relief on a bare perusal of the plaint will appear to be a personal relief sought for by the plaintiff no. 2 on behalf of himself and the proforma defendant nos. 5 and 6 who happens to be respectively the wife and daughter and not on behalf of plaintiff no 1. The relief so claimed is also premature as there has been no indication either in the plaint or in any of the letters or the minutes annexed thereto to suggest that the plaintiff no. 2, the proforma defendant no. 5 and 6 are not part of the governing body. The relief so claimed, is therefore, pre-mature.

It is further submitted that the regulations of the said society under the heading "Governing Body" has clearly specified in clause 1 thereunder about the composition, election /appointment, resignation/removal and terms of office of the members of the governing body. The governing body is to consist of not less than 7 members. The office bearers of the governing body shall comprise of President, Secretary, Treasurer and other committee members. The office bearers and other committee members shall be elected at the Annual General Meeting (in short "AGM") of the said society. The governing body shall ordinarily be of one year unless it is dissolved or terminated earlier under unforeseen circumstances. The term of the members of the governing body, therefore, is of one year subject to being re-elected in the next AGM. The declaratory relief sought for by the plaintiffs, therefore,

cannot also be granted in view of the regulations of the said society. Referring to the clause of the said regulation under the heading “Duties of the Office Bearers”-. It is further submitted that the President is to be presided over all meetings of the society and take all disciplinary actions, such as removal, dismissal, etc., in consultation with the governing body. The President is also entitled to call emergency meeting. In case of an emergency meeting, the notice period is 24 hours. The quorum of the meeting shall be 1/3rd members personally present. The agenda before the meeting of the governing body is to be decided by a majority of votes and each member shall have one vote. However, the President or the Chairman shall have a second or casting vote in addition to his own vote. In case of equality of votes, the President or the Chairman of the meeting is entitled to exercise his casting vote.

It is also submitted that in the instant case the President being duly authorized to call emergency meeting had issued a notice on 16th August, 2025. The agenda of the meeting clearly demonstrate the urgency behind calling the said meeting for holding such emergency meeting of the society on 18th August, 2025. The notices were duly received by the plaintiff no. 2, proforma defendant nos. 5 and 6 and as such they attended the same. The resolutions adopted at the said meeting is by majority vote. Assuming without admitting that three members being on either side, the side to which the President belonged to had the advantage of the casting vote of the President. On such casting vote, being exercised the resolutions in the

meeting held on 18th August, 2025 have been passed by the majority. In such factual background it cannot be at the ad interim stage contended that the notice of the meeting is illegal and void. The meeting has been called on and held in an arbitrary, illegal and wrongful manner or that the allegation that the decisions taken therein by passing the resolutions through majority vote cannot and could not have been taken is a proposition untenable in law. The resolutions taken in the meeting by following procedure and adhering to the regulations of the society cannot therefore be said to be an invalid decision in the grounds alleged by the plaintiff no. 2 or the proforma defendants no. 5 and 6.

It is also submitted that the President of the said society had clearly given the particulars and grounds for initiating disciplinary proceedings against three erring staff of the said society in his letter dated 2nd July, 2025. The question of providing further particulars did not arise. The plaintiff no. 2 as the Secretary openly challenged his decision as will be evident from his reply dated 7th July, 2025. In order to save the three staff the Secretary (plaintiff no. 2) have not only challenged the authority of the President but have accused him of making false statement. This is unbecoming of a Secretary of the said society who has to act within the forecorners of the regulations and the applicable laws for the welfare of the society. The decision taken for removing and/or terminating the services of the four staff at the governing body meeting held on 18th August, 2025 has been validly taken and no interference to such decision is also necessary at the instance

of the plaintiff no. 2. If at all, the said staff are aggrieved by the decision of their removal it is for them to independently ventilate their grievances which is also in the instant case. On behalf of the society (plaintiff no. 1) it is therefore submitted that the suit is liable to be dismissed in the facts of the instant case. Furthermore, on the basis of the chain of events there is also no question of interfering with the decisions taken at the meeting of the governing body held on 18th August, 2025 as no illegality or invalidity is attached to such decision. The prayer for ad interim injunction is , therefore, to be rejected.

On behalf of defendant nos.1, 2 and 3 it is submitted that under the regulations of the said society the President has the right to take all disciplinary actions such as removal, dismissal etc. in consultation with the governing body. The defendant no.1 as the President of the said society had come to know about the overbilling of Sanjay Yadav or YSS for which the defendant no. 1 in the capacity of the President of the said Society had issued a show cause to him. In reply to the said show cause, Sanjay Yadav had shifted the blame on Vivek Agarwal and his team. Vivek Agarwal is the Chief Financial Officer of the said society. On the basis of these facts the defendant no.1 as the President had a prima facie opinion that the said three staff or employees were guilty of misconduct and as such had requested the plaintiff no.2 being the Secretary of the society to initiate disciplinary proceedings as required under the regulations. The plaintiff no. 2 instead of initiating disciplinary proceedings asked for further evidence and particulars

which were already in the letter dated 2nd July, 2025. In the said letter the defendant no.1 had accused the plaintiff no.2 and the proforma defendant no.5 respectively being the Secretary and the Treasurer of the said society of oversight. The plaintiff no.2 in his reply dated 7th July, 2025 had not only used derogatory language against the defendant no.1, the President of the society and have further alleged that his accusation were false. It is clearly demonstrate that the plaintiff no. 2 and the proforma defendant no. 5 not only supported the accused staff/employees of the society but in effect challenged the authority of the President who otherwise have specific authority derived from the regulations of the society to terminate or dismiss a staff/employee. The conduct of the plaintiff no. 2 has tried to explain in course of argument which has further emboldened the view that he plaintiff no. 2 was trying to shield the misdeeds of the said staff/employees. It has been also submitted that the plaintiff no. 2 was never averse to initiation of disciplinary proceedings against the erring staff/employees but wanted particulars. This is in sharp contrast to the language contained in the letter dated 7th July, 2025 written by the plaintiff no. 2 in reply to the letter of the defendant no. 1 dated 2nd July, 2025. The conduct of the plaintiff no. 2 and the proforma defendant no. 5 therefore clearly demonstrates that they were not only trying to shield the erring staff/ employees of the society against whom specific allegations have been provided by the defendant no. 1 as the President of the society but were also not inclined to take any step in the garb of particulars or evidence. The plaintiff no. 2, as the Secretary pursued

to the report of the President as contained in the letter dated 2nd July, 2025 could have called a Governing Body meeting to deliberate on this issue but did not do so. On the contrary the plaintiff no. 2 with the aid and assistance of the proforma defendant wanted to bring a stalemate in the society. This gave rise for discussion of certain urgent issues which compelled the defendant no. 1 as the president to call an urgent meeting after waiting for a month. This also gives rise to a reasonable doubt that the staff against whom the defendant wanted initiation of disciplinary proceedings were the men of the plaintiff no. 2 and the proforma defendant no. 5, probably implanted for the purpose of taking control of the society in exclusion of the President and the other governing body members of the said society.

On behalf of defendant no. 1, it has been reiterated that the President being empowered to call the emergency meeting has issued a proper and valid notice which were duly received by the plaintiff no. 2 and the proforma defendant no. 5. On behalf of defendant nos. 1, 2 and 3, the letters exchanged by and between the defendant no. 1 on one hand and the plaintiff no. 2 and the proforma defendant no. 5 on the other hand subsequent to the issuance of the notice for holding emergency meeting are placed before the Court and it is submitted that these letter will clearly show that neither the plaintiff no. 2 nor the proforma defendant no. 5 ever objected to the authority of the defendant no. 1 in calling the emergency meeting or in respect of any agenda contained therein that they were not emergency ones.

as has been sought to be done at a subsequent stage and in course of argument.

In fact the plaintiff no. 2 and proforma defendant no. 5 sought for virtual attendance of the proforma defendant no. 6 in the meeting scheduled on 18th August, 2025 and as such permission was given on behalf of the defendant nos. 1, 2 and 3. The plaintiff no. 2 and proforma defendant no. 5 requested for video recording of the meeting. The same was done and a copy has been provided to them which has been relied upon in this proceeding. The defendant Nos. 1, 2 and 3 further submit that a valid meeting of the governing body was conducted. The defendant Nos. 1, 3 and 4 exercised their voting right including the casting vote of the defendant No. 1 was exercised. The resolutions were adopted by majority votes. Even today if a meeting is convened then also the plaintiff no. 2 and proforma defendant no. 5 and 6 cannot stop from a resolution being passed if the defendants no. 1, 2, 3 and 4 are in favour of passing such resolution. The defendant No. 4 was never appointed as the Chairman of the meeting. The said defendant was requested by the defendant No. 1 to read out the resolutions so that a decision could be arrived at in respect thereof as the plaintiff No. 2 and the defendant No. 5 and 6 (on virtual mode) were screaming at the top their voices to prevent the defendant No. 1 from placing the agenda and initiate the discussion in respect thereof with the only aim to disrupt holding of the meeting of the governing body to the best of their ability. The decisions were validly taken at the meeting of the governing body as will appear from the

minutes of the said meeting as also the video clip. The meeting, therefore, cannot be a void one or can be alleged that no meeting had actually taken place. The defendant Nos. 1, 2 and 3 further submit that the stand taken by the plaintiff No. 2 that initiation of disciplinary proceedings would lead to legal action against the society or cancellation of the permission and no objection certificates as submitted from the bar are not borne out from the plaint. These are made as and by way of an afterthought. The defendant Nos. 1, 2 and 3 have relied upon the following judgments in support of their contentions:-

1. 1974 (2) All ER 653 (***Bentley-Stevens Vs. Jones & Ors.***)

2. AIR 1991 Del. 25 (***Nibro Ltd. v. National Insurance Co. Ltd.***)

Relying upon the aforesaid two judgments, it is submitted by the said defendants that the plaintiff no. 2 complaint of at the highest irregularities and not illegality. Alleged irregularity in connection with the meeting cannot be a ground for which an interlocutory injunction sought for has to be granted. The plaintiffs are, therefore, not entitled to any order of injunction against the resolutions taken at the meeting of the governing body of the society on 18th August, 2025. That apart and in any event the suit could not have been instituted by the plaintiff no. 2 on behalf of plaintiff no. 1 as there is no resolution authorizing the plaintiff no. 2 to sign and verify the plaint or institute the suit only on that ground no ad interim order can be passed at this stage.

In such circumstances, according to the defendant Nos. 1, 2 and 3 the interim order prayed for by the plaintiffs should be refused. The defendant Nos. 1, 2 and 3 have also insisted on the objection as to the maintainability of the suit as an additional ground to refuse the ad interim prayer.

On behalf of the defendant no. 4 it is submitted that the President of the Society being the defendant no.1 is empowered to call an urgent meetings under the regulations of the said Society. The records will reveal that the plaintiff no. 2 and the proforma defendant no. 5 wanted enhanced amounts to be paid to the teaching and non-teaching staff of the educational institutes as also to the staff of the society while the defendant nos. 1, 2, 3 and 4 wanted the enhancement, if any, to be allowed after deliberation in the governing body since no decision for the same had been taken till such time by the governing body. This ultimately resulted in an uncertainty regarding the payment of salary to the teaching, non-teaching staff and the staff of the society as the plaintiff no. 2 and proforma defendant were bent upon to give enhanced salary and remuneration to the teaching, non-teaching staff and the staff/employees of the society. This issue according to the defendant no. 1 being the President required immediate attention as it was pending from July, 2025 that apart, the plaintiff no. 2 despite being provided with all details was reluctant in initiating disciplinary proceedings against the erring staff. The plaintiff no. 2 as the security did not even call the meeting of the governing body to discuss on these

issues though was obliged to do so. The plaintiff no. 2 with the aid and assistance of defendant no. 5 wanted to bring a stalemate to the functioning of the educational institutions so that under coercion they could get things done as per their choice. The issue as to payment to teaching and non-teaching staff remained pending as the plaintiff no. 2 and proforma defendant no. 5 did not agree to the issue of enhancement of salary to be discussed in the governing body as proposed by the defendant no. 1 so that enhancement if any could be subsequently paid as arrear. The defendant no. 4 also says that the plaintiff no. 2 and proforma defendant no. 5 are two of the signatories to cheque to be issued by the society. The act and conduct of the plaintiff no. 2 being the Secretary of the society and proforma defendant no. 5 as the treasurer rise to a reasonable doubt that the plaintiff no. 2 and proforma defendant no. 5 could block any payment to be made by the society by not signing the cheques. This also required urgent attention of the governing body. In such situation, the defendant no. 1 as the President was well-within his right to issue the notice to convene an urgent meeting of the governing body after waiting for more than a month. So far as the meeting of the governing body is concerned, due notice was given to the plaintiff no. 2, proforma defendant nos. 5 and 6 and they attended the meeting. The plaintiff no. 2 and the proforma defendant nos. 5 and 6 tried to stop the meeting to be held and decisions to be taken therein. In such background, the defendant nos. 1, 3 and 4 by voting in favour of the decisions to be taken at the meeting of the governing body passed the resolution through majority of 4:3 when the President as the Chairman of the

meeting exercised his casting votes. The President had the casting vote and had exercised the same which is evident from the minutes which has been duly signed by the defendant no. 1 in the capacity of Chairman of the meeting in compliance with the provisions of the regulations. The decisions in the meeting were therefore, taken by majority decision. In a democratic format as also under the regulations, the majority view would prevail. The meeting therefore, was validly held and the decisions taken therein were properly made and duly passed by majority. It cannot, therefor, be contented that the resolutions adopted at the meeting were invalid being illegal or that the meeting was illegally held. It is also the case of the defendant no. 4 that the plaintiff no. 2 as the Secretary in view of the issues that surfaced between 2nd July, 2025 and 16th August, 2025 ought to have called for a meeting but deliberately did not take any steps to call a meeting of the governing body which infused urgency in respect of the matters contained in the agenda which compelled the defendant no. 1 to call an urgent meeting. The plaintiff no. 2 and the proforma defendant no. 5 were not signing the cheques as a consequence whereof the expenses to be defrayed by the society could not be mitigated which also gave rise to an urgent situation to discuss the issue as to the signatories to the cheques to be issued by the society. This is also an urgent issue which required deliberation at the governing body and as such the President by exercising his authority under the regulations of the society had rightly called the urgent meeting specifying the agenda contained in the said notice. So far as the intake of the new members of the society are concerned, there was a specific agenda in the

notice issued by the defendant no. 1 in the capacity of the President of the society. Any person intending to be the member of the society as per the regulations of the society was required to be make a declaration. The application for new membership is to be submitted to the Secretary. This does not mean that the same has to be submitted personally to the Secretary as the Secretary may not be available at the office round the clock during the working hours. The application can be received by the office of the Secretary or be given to the Governing Body itself. By producing photocopy of the application forms, it is submitted by the defendant no. 4 that the applicants had applied by giving the necessary declaration to the governing body. The applicants possessed the due qualification to be considered for being inducted as new members and the governing body by adopting the resolution to include three applicants as the members of the society has passed the resolution by majority and as such there is also no illegality in connection with member inducted. It is also apparent that even if a meeting is held as on date the plaintiff no. 2 and proforma defendant nos. 5 and 6 will be the minority. The defendant no. 4 also contended that the plaintiff no. 2 was not authorized to file the suit on behalf of the society. On a reading of the plaint it will also appear that the plaintiff no. 2 in the garb of his personal agenda is pretending to espouse the cause of the society (plaintiff no. 1) as if the same is a derivative action. In absence of any authority being given to the plaintiff no. 2, the said plaintiff cannot and could not have filed a suit on behalf of the society and as such the suit is not maintainable on that ground alone and should be dismissed. On the ground

alone, the interim order sought for by the plaintiff no. 2 on behalf of itself and the society should be refused and the suit be dismissed.

Mr. Sabyasachi Chowdhury learned Senior Advocate representing the three members newly inducted to the society submits that his clients have not been made parties to the suit, although reliefs have been claimed against them. In a limited score, he submits that all the three newly inducted members of the society had the due and requisite qualifications to be members of the society. Each of them have given the required declaration. The governing body after considering such credentials had by a majority decision inducted his clients as members of the society. No order can or could be passed against his clients infringing their rights as members of the society unless the resolution adopted at the meeting of the governing body of the society held on 18th August, 2025 is set aside and/or quashed.

Mr. Joydip Kar learned Senior Advocate on behalf of the teachers of the school has submitted that pursuant to orders passed by the learned District Judge at Alipore in a Misc. Appeal preferred by the plaintiff in the suit filed at Alipore Court, the teachers have been paid their respective salaries.

The plaintiffs, in reply, have relied upon a document which appears to be a draft salary sheet and the handwritten note of the plaintiff no.2 to contend that the enhanced salary of the teaching and non-teaching staff had been approved by the defendants pursuant to which the plaintiff no.2 wanted to disburse such enhanced salary which was with a ulterior motive and *mala fide* intent objected to by the defendant nos.1, 3 and 4. The picture sought to be

portrayed by the defendants and the society is therefore not the true and correct picture. By relying upon the Code applicable to Anglo Indian schools and other listed schools it is submitted by the plaintiffs that termination of services of four staff/employees without holding any disciplinary proceedings or adhering to the principles of natural justice to permit them to defend themselves is contrary to the provisions of such Code which is likely to raise the anger of the statutory bodies, Government department, as a consequence whereof the licenses, permissions and no objection certificates issued for permitting the educational institutes to operate may be cancelled. The plaintiffs have also relied upon a judgment reported in (2005) 11 SCC 73 [*CLAUDE-LILA PARULEKAR (SMT) Vs. SAKAL PAPERS (P) LTD. AND OTHERS*] to contend that the decision taken by the governing body in its meeting dated 18th August, 2025 is illegal and void.

On behalf of the Society it is submitted that the provisions of the Anglo India Code are not applicable to the schools operated by the said society. In any event there has been no violation of any of the provisions of the said Code for which the licenses or permissions will be cancelled or the no objection certificates be withdrawn. None of the terminated staff/employees has come forward to challenge the decision and as such, the stand taken by the plaintiff no.2 in support of such staff/employees is not only strange but appears to be in a desperate attempt to retain them. It is also reiterated that the suit is not maintainable and as such, no ad interim order can or could be passed.

On behalf of the defendant no.1 it is submitted that the letters written by the plaintiff no.2 and the submissions made on his behalf clearly demonstrate that it is the plaintiff no.2 and the proforma defendant nos.5 and 6 to have suffered more prejudice than the terminated staff/employees. The plaintiff no.2 with the aid and assistance of the proforma defendant no.5 through these staff/employees were controlling the affairs of the society and manipulating the accounts and records for their individual gain. The defendant no.1 having detected the same had requested the plaintiff no.2 and the proforma defendant no.5 in a very polite language to take necessary steps. The plaintiff no.2 for reasons unknown had not only refused to take any step as requested by the defendant no.1 but also challenged the authority of the defendant no.1 and had also accused him of having made false statement. It is therefore clear that the plaintiff no.2 and the proforma defendant no.5 though are trying to project their great concern about the society but in actuality want fulfillment of their personal gains at the cost of the society.

The defendant No. 4 in reply says that the four staff and employees whose services have been terminated are the men and agent of the plaintiff No. 2 and the proforma defendant No. 5 and have been implanted in strategic position to assist the plaintiff No. 2 and the proforma defendant No. 5 in taking complete control of the society and the educational institute operated by the said society. It is, therefore, clear that the termination of service of the four staff/employees have caused agony to the plaintiffs and the proforma defendant No. 5 resulting in the filing of the suit. Furthermore, it is submitted

by the defendant No. 4 that Anupama Sinha is the wife of Ravi Sankar Sinha while Priyanka Agarwal is the wife of Vivek Agarwal. The said four persons were the active agents of the plaintiff No. 2 and the proforma Defendant No. 5 with the object to take absolute control over the same or to ruin the same if they are unable to exercise the control. Anupama Sinha and Priyanka Agarwal are respectively the wife of Ravi Shankar Sinha and a Vivek Agarwal. None of them regularly attend their work but draw salary and assisted plaintiff no.2 and proforma defendant no.5 to carry out their misdeeds.

On a perusal of the plaint and the said application the following facts emerge :

The said society was initially known as Meharia Center of Applied Research. The said society operates educational institutions by the name of DPS Rubi Park, DPS Durgapur which are schools and Omdayal Group of Institutions (Engineering, Management and Architecture College).

The defendant no.1 apart from being the President of the said society is also the President of Krishna Dayal Education and Research Academy. The defendant no.1 by a letter dated 2nd July, 2025 addressed to the plaintiff no.2, being the Secretary and proforma defendant no.5, being the Treasurer of the said society raised serious concern about financial misconduct and the breakdown of the internal controls within the said society and sought for immediate disciplinary action against Sanjay Yadav, Vivek Agarwal and Rabi Shankar Sinha. The said letter also discloses that a show cause notice was

issued to Sanjay Yadav on 16th June, 2025 for overbilling a sum of Rs.40,28,997/- in security service invoices raised by Yadav Security Services (in short “YSS”) operated by the said Sanjay Yadav for Ruby Park Public School between April 2021 and March, 2025. The letter also records that in course of enquiry the said Sanjay Yadav had shifted the responsibility of such alleged overbilling upon Vivek Agarwal, the CFO and Accounts Head and his team by contending that they failed to check the security invoices since 2019. It is also recorded in the said letter that Vivek Agarwal and Rabi Shankar Sinha tried to mislead Mr. Anup Majumdar, the Auditor appointed by the defendant no.1 by falsely claiming that no extra payments having been made which contention was rejected by the said Auditor. The defendant no.1 also alleged that the acts of Sanjay Yadav, Vivek Agarwal and Rabi Shankar Sinha strongly suggest a coordinated fraud which has caused immense loss and harm to the Organization apart from loss of reputation. There was also an allegation of failure of oversight by the Secretary (plaintiff no.2) and the Treasurer (proforma defendant no.5). It has been also stated that ongoing misconduct reveals failure to supervise the CFO and enforce the financial discipline. The President, (defendant no.1) therefore, requested the plaintiff no.2, the Secretary to initiate immediate disciplinary action against Sanjay Yadav, Vivek Agarwal and Rabi Shankar Sinha without any delay. Admittedly, Sanjay Yadav, Vivek Agarwal and Rabi Shankar Sinha are associated with the said society. This letter has been admittedly received by the plaintiff no.2 who replied to the said by a letter dated 7th July, 2025

with a copy marked to the proforma defendant no. 5 being the treasurer of the society.

The plaintiff no.2 in his reply dated 7th July 2025 has stated that the letter of the defendant no.1 dated 2nd July, 2025 is misplaced, ill-founded and baseless. The action taken by the defendant no. 1 as referred to in the said letter dated 2nd July, 2025 are in clear violation and utter disregard of the laws and regulations applicable to the society and same are potentially prejudiced to the interest of the said society comprised of grave accusation, without any underlying explanation and very importantly absent of any evidence, surprisingly composed of falsities which is unexpected of the President and baseless assertion against YSS. The accusation, according to the plaintiff, were potentially prejudicial to the interest of the society and revealed nefarious motive sought to be achieved on the strength of baseless allegation including these against the Secretary (plaintiff no. 2) and Treasurer (proforma defendant no. 5) and was far from reality. The letter also alleges that the defendant no.1 unilaterally issued show cause notices which suffers from various infirmities. In the said letter although the plaintiff no.2 admitted that the allegations against Sanjay Kumar Yadav, Vivek Agarwal and Ravi Shankar Sinha were grave in nature and required considered attention in compliance with the laws and regulations but sought for materials available with the defendants for taking steps against the said three persons as requested by the defendant no.1.

After exchange of these two letters, the plaintiff no.2 by an electronic mail dated 15th July, 2025 sought for the requested information from the defendant no.1. The plaintiff no. 2 and the defendant no.1 between 8th August, 2025 and 11th August, 2025 exchanged several mails in connection with the salary of the teaching and non-teaching staff. On a conjoint reading of the said electronic mail it will appear that the plaintiff no.2 as the Secretary was in favour of giving enhanced salaries to the teaching and non-teaching staff while the defendant no.1 insisted upon payment of salary at the old rate and any enhancement required after a discussion in the governing body can be provided as arrears to the teaching and non-teaching staff.

The matter appears to have a sudden swing from this stage on the defendant no.1 issuing a notice dated 16th August, 2025 for holding an emergency meeting of the governing body of the said society on 18th August, 2025 at the Board Room No. 1 at Kenilworth Hotel at Kolkata. There are six agenda in the said notice which are as follows:

“ITEM NO.1

**REVIEW THE ATTENDANCE, PERFORMANCE AND
CONDUCT OF NON-TEACHING STAFF INDIVIDUALLY
SO AS TO ASCERTAIN WHETHER THERE IS ANY
MALPRACTICE WITH REGARD TO EMPLOYMENT
AND FUNCTIONING OF THE NON-TEACHING STAFF
AND ON THE BASIS OF SUCH REVIEW NECESSARY**

RESOLUTIONS WOULD BE PASSED / DECISION
TAKEN:

ITEM NO.2

AFTER REVIEW IN TERMS OF AGENDA NO.1
ABOVE, ON AND EMERGENCY BASIS DISBURSE
THE EMOLUMENTS OF DELHI PUBLIC SCHOOL,
RUBI PARK, AND OMDAYAL GROUP OF INSTITUTIONS
TEACHING AND NON-TEACHING STAFF:

ITEM NO.3

TO CONSIDER ANY OTHER MATTER PERTAINING
TO THE SUPERVISION AND CONDUCT OVER THE
AFFAIRS OF THE SOCIETY AS PER RULE 5
(GOVERNING BODY) OF THE BYE-LAWS OF THE
SOCIETY:

ITEM NO.4

TO INDUCT NEW MEMBERS INTO THE SOCIETY

ITEM NO. 5

TO REVIEW AND CONSIDER CHANGE IN THE
SIGNATORIES IN RESPECT OF ALL BANK
ACCOUNTS

ITEM NO. 6

ANY OTHER URGENT MATTER WITH THE
PERMISSION OF THE CHAIR

The board meeting of the governing body of the said society was held as per the notice wherein the plaintiff no.2 the proforma defendant no.5 were physically present while proforma defendant no.6 attended the said meeting through virtual mode. The defendant no. 1, defendant no.3 and defendant no.4 also attended the meeting. In the said meeting the resolutions were adopted in terms of the various agenda, the copy of the said minutes of the governing body members meeting dated 18th August, 2025 containing the signature of the defendant no.1 is annexed at pages 90 to 98 of the application being IA No. GA/1/2025.

In this factual matrix the above suit and the interlocutory application as stated hereinabove have been filed and the plaintiffs have prayed for an ad interim order staying the resolutions adopted at the said meeting.

After hearing the parties and considering the materials on record in order to consider the plaintiffs prayer for ad-interim relief(s) the following questions are to be answered:-

- i) Can an ad-interim order as prayed for by the plaintiffs be passed when the society and the defendants have challenged the very basis of the suit and its institution by the plaintiff No. 2 on behalf of self and the society (plaintiff No. 1).
- ii) Can or could the suit be maintained by the plaintiff No. 2 in view of the relief claimed under prayer (a) of the plaint?

- iii) Is the notice dated 16th August, 2025 issued by the defendant No. 1 as the President of the society bad in law and invalid?
- iv) Was the meeting dated 18th August, 2025 a valid meeting?
- v) Are the resolutions adopted at the meeting held on 18th August, 2025 legal and valid and validly adopted.

The answers to these questions are based on prima facie finding and should not by any means construed or contended to be final.

It is now well-settled position of law that the maintainability issue, if raised has to be gone into at the first instance before passing any order in a lis. This is because the maintainability issue goes to the root of the matter and the Court has to decide on its jurisdiction which is basis for it to exercise its jurisdiction. The maintainability issue can be of various nature.

In the instant case the society and the defendants say that in absence of any decision by the governing body of the society and specific authority to the Secretary (plaintiff no. 2) to verify and affirm the plaint and institute the suit, the plaintiff no. 2 in the capacity of the Secretary could not have filed the suit on behalf of the society, the plaintiff no. 1. On a bare reading of the plaint it cannot also be said to be one instituted in the personal capacity of the plaintiff no. 2.

The point of maintainability so raised does not relate to the inherent lack of either territorial or pecuniary jurisdiction of this Court but to some extent qualifies as barred by law under the provisions of Order 7 Rule 11 (d) of CPC. IN a case where the Court finds inherent lack of jurisdiction on a plain reading of

the facts and law pleaded, the Court will not exercise its jurisdiction. Similarly, where the Court finds that the suit is clearly barred by law and no further scrutiny is necessary, the Court will not exercise this jurisdiction. However, in a case where further scrutiny is necessary to finally adjudicate the point of maintainability, the Court can exercise its jurisdiction by taking up an application for temporary injunction as there is no absolute bar in a deserving case that only after deciding the maintainability point such application has to be taken up as discussed in *The Punjab Produce* (supra).

In the light of the discussion as aforesaid, I find that the maintainability point raised by the society and the defendants require further scrutiny. It has to be looked into whether previous suits, if any on behalf of the society were so done upon the Secretary being specifically authorized of the same. The impact of the resolution wherein the governing body prior to institution of the suit having authorized another person to initiate or defend proceedings on behalf of the society is also required to be gone into. This can be done more effectively by hearing the demurrer applications on affidavits.

In the circumstances as aforesaid, the prayer for ad interim relief made by the plaintiff is taken up for consideration. The plaintiff has challenged the notice primarily on the ground that there was no urgent issues or emergency situation had arisen for the President to call the meeting. The agenda contained in the notice did not indicate any emergency issue. The meeting was not duly held as there were no discussion on each issue to assure at a considered decision. In a pre-planned manner the defendant no. 1, 2 and 4 had brought a

draft resolution which was placed before the governing body for being the same passed without any discussion and on being objected to, the defendants nos. 1, 3 and 4 merely read out the agenda and adopted the same. The meeting, therefore, was tainted with illegality and the decisions taken therein are void. The proforma defendants no. 5 and 6 further added to that an outsider was allowed to be present despite objections being raised. It cannot be said from the chain of events that a meeting of governing body actually took place. The President appointed the defendant no. 4 as the Chairman of the meeting which under the regulations is to be done by the governing body and the President has no such authority. The decisions apart from being taken in an invalid meeting were arbitrarily taken and as such are null and void. The same are, therefore, required to be set aside.

On a plain reading of the various clauses contained in the Regulation of the society it appears that a meeting of the Governing body of the Society can be called in three different modes. The meeting of the governing body is to take place at least once in every three months. Under normal situation it is the Secretary who summons the meeting by giving a 7 days' notice. The venue and time is fixed by discussion between the President and the Secretary. The President may call an emergency meeting by giving 24 hours notice. Any four members of the governing body may requisition for convening a meeting. The Secretary on receiving such requisition has to call a meeting failing which, the President will convene such meeting. The quorum of the governing body will be achieved if 1/3rd members are personally present. The accounts of the society

is to be surpassed by the governing body. The governing body will open the bank accounts and appoint any person to assist the Secretary and the Treasurer in maintaining the accounts.

It is, therefore, clear that the President has the authority to call an emergency meeting by giving a 24 hours notice. Urgency of an issue to be discussed at the governing body or giving rise to an emergency situation for which the President can call an emergency meeting is a matter of perception. An issue may appear to one as an urgent issue while to another it may not be considered as so. In the instant case President had by a letter dated 2nd July, 2025 requested the Secretary to take certain steps by providing particulars. The Secretary instead of taking any steps openly challenged the authority of the President of the President and alleged that the President made false accusation. The plaintiff no. 2 as the Secretary also sought for particular and evidence when such particulars were clearly provided in the letter dated 2nd July, 2025. The particulars were sufficient to at least issue a show cause notice to the erring employees/staff. The Secretary did not take any step on the contrary defended them which clearly appears to be shielding these staff/employees. The issue of payment to teachers and non-teaching staff is also an issue which required immediate consideration. The Secretary with the aid of the Treasurer were bent upon to pay enhanced/additional sum while the President was in view of paying at old rate and discuss the enhancement in the governing body meeting and pay the enhancement if approved as arrears.

The plaintiff no. 2 did not call any meeting of governing body though it is his duty to call such meeting in normal circumstances. The Secretary, under the regulations is also empowered to call emergency meeting but did not do so thereby kept the issues pending to compel the other members of the governing body to accept their terms. The President waited for over one month and finding that the Secretary (plaintiff no. 2) was taking no steps was well within his authority to call an emergency meeting. Due notice was issued and received by all Governing Body members and all except defendant no. 2 attended the meeting. The notice, therefore, appears to be prima facie valid. At least the issue as to disciplinary proceedings against three staff/employees and non-payment of salary of non-teaching and teaching staff according to me prima facie appears to be urgent. The issue relating to signatures to the bank account are also of prime importance as the Secretary (plaintiff no. 2) and his wife the proforma defendant no. 5 were in a position to block disbursement of money by the society by declaring to sign cheques. Due notice was given to the plaintiff no. 2 and proforma defendants no. 5 and 6. The plaintiff no. 2 and the proforma defendant no. 5 particularly allowed the meeting wherein the defendants no. 1, 3 and 4 were present. The quorum of the meeting was, therefore, achieved. It also appears from the video clip played in Court that the defendant no. 1 was trying to place the agenda to hold discussion to decide on the same. The plaintiff no. 2, the proforma defendant no. 5 and the proforma defendant no. 6 through virtual mode were screaming at the top of their voice to stop the defendant no. 1 from placing the agenda. The defendant no. 1 is

such circumstances requested the defendant no. 4 to read out the agenda. It also appears that the defendant no. 4.

So far as the objection raised by the plaintiffs regarding the termination of services of Ravi Shankar Sinha, Vivek Agarwal, Ms. Priyanka Agarwal, Anupamama Sinha are concerned the plaintiffs say that their termination is without initiation of any disciplinary proceedings or allowing them an opportunity to defend themselves on being removed from services with a stigma will amount to violation of the statutory provisions as laid down in the Societies Registration Act, 1961, provisions relating to Anglo Indian Schools and all listed schools as also against the principles of natural justice.

On a perusal of the powers of the President as contained in the regulations of the society under the heading “Duties of office bearers” it is apparent that the President shall take all disciplinary actions such as removals, dismissals etc. in consultation with the governing body. The President (defendant no.1) by his letter dated 2nd July, 2025 had clearly indicated the persons against whom the said defendant wanted initiation of disciplinary proceedings which the plaintiff no.2 as the Secretary had tried to resist on different grounds including seeking of particulars and evidence when the said letter provided the particulars. The President therefore was well within his right to call the meeting of the governing body and take a decision therein to terminate the services of the aforesaid four persons. The decision taken to that effect at the meeting of the governing body held on 18th August, 2025 was also passed by a majority. Out of the four persons as aforesaid, Ravi Shankar Sinha and Vivek Agarwal

appears to be respectively the staff of the said society and not that of the educational institutions operated by the said society. So far as Vivek Agarwal is concerned, his appointment may have been in terms of Clause 5(vi) under the heading "Powers and duties of the governing body" contained in the regulations of the society. In respect of Vivek Agarwal and Rabi Shankar Sinha the Anglo India Code is not applicable as it applies only to the teachers and non-teaching staff of the schools. So far as Priyanka Agarwal is concerned, she has been described as a non-teaching staff of DPS, Rubi Park while Anupama Sinha has been described as Assistant Professor of Om Dayal College. The Anglo India Code at the highest may be applicable only in respect of Priyanka Agarwal. The said Priyanka Agarwal has not come forward to challenge the decision of her termination of service as yet. In such circumstances, the apprehension of the plaintiff no.2 that the licenses, permissions and no objections issued by the Government and statutory bodies may be cancelled which in the process will stop the operation of the educational institutes is not well founded. Moreover, in order to take such steps for cancelling the permission, licence or no objection the concerned authority has to follow the statutory procedure which will grant enough opportunity to the society to defend itself. The interference to the resolution of the governing body as prayed for by the plaintiffs on the ground of termination of services of the four staff/employees at this stage is also uncalled for at this stage. The objection as to the decision to change the authorized signatories of the bank accounts of the society is also not sustainable as a ground to interfere with the resolution of the governing body

taken at its meeting on 18th August, 2025 at this stage inasmuch as the governing body always had and retains the right to alter the signatories to the bank accounts of the society. In any event, the signing authority of proforma defendant no.5 as a treasurer has not been altered. The allegations made by the plaintiff no.2 and the proforma defendant no.5 on a close scrutiny may at the highest be irregularities which can be rectified and not illegalities which are irreversible. The ratio laid down in Bentley-Stevens (supra) are applicable and Parameshwari Prasad (supra) and Claude-Lila (supra) are not applicable at this stage to the facts of the case.

In the aforesaid facts and circumstances, I am not inclined to interfere with the notice dated 16th August, 2025 for calling the emergency meeting of the governing body of the said society or in respect of the decisions taken in such meeting.

The matter requires to be heard on affidavits.

Let affidavit-in-opposition be filed by 7th November, 2025; reply thereto, if any, be filed by 28th November, 2025. Let this application appear in the monthly list of December, 2025 under an appropriate heading.

(ARINDAM MUKHERJEE, J.)

Sb/pa/snn.