



2026:KER:78495

OP(C) s. 926 & 939/2026

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IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE EASWARAN S.

TUESDAY, THE 13TH DAY OF OCTOBER 2026 / 21ST ASWINA, 1948

OP(C) NO. 926 OF 2026

AGAINST THE JUDGMENT DATED 17.01.2026 IN CS NO.31 OF
2023 OF COMMERCIAL COURT-II, THRISSUR

PETITIONERS/PLAINTIFFS 1 & 2:

1 SATHISH KUMAR
AGED 47 YEARS
S/O PERUMBILISSERY VEETIL BHASKARAN,
PERUMBILISSERY WEST DESOM, CHERPU P.O, THRISSUR
DISTRICT, PIN - 680561

2 SEBASTIAN
AGED 62 YEARS
S/O PAZHOLIPARAMBIL VEETIL VAREED, NADAVARAMBU
P.O, KALLAMKUNNU DESOM, VELOOKKARA VILLAGE,
MUKUNDAPURAM TALUK, THRISSUR DISTRICT, PIN -
680661

BY ADVS.
SRI.P.K.MOHAMED JAMEEL
SHRI.K.SADANANDAN (KUNHUPIDUKKAL)
SMT. SUHARABI KANNETH
SMT.SMRITHI HARRIS

RESPONDENTS/DEFENDANTS 1 TO 8:

1 GOVINDANKUTTY
AGED 68 YEARS
S/O MAYAMBALLI VEETIL NARAYANAN,
PERUMBILISERY DESOM, CHOWOOR VILLAGE,



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CHERPU P.O, THRISSUR DISTRICT,
PIN - 680561

- 2 SHAJI GOVINDAN
 AGED 49 YEARS
 S/O MAYAMBALLI VEETIL GOVINDANKUTTY,
 PERUMBILISERY DESOM, CHOWOOR VILLAGE,
 CHERPU P.O, THRISSUR DISTRICT, PIN - 680561
- 3 JAYARAJAN
 AGED 53 YEARS,
 S/O NEDUMBALLI KRISHNAN EZHUTHACHAN,
 PERUMBILISERY DESOM, CHOWOOR VILLAGE,
 CHERPU P.O, THRISSUR DISTRICT, PIN - 680561
- 4 SUDHEER
 AGED 49 YEARS
 DOCUMENT WRITER, (NO. CD/A 292 CS/A 733) S/O
 PARALAM VALIYAKATH ABUBACKER,
 CHOWOOR VILLAGE, CHERPU P.O,
 THRISSUR DISTRICT, PIN - 680561
- 5 JEESON
 AGED 38 YEARS
 S/O KUNDUKULANGARA VEETIL KOCHU RAPPAL,
 KARALAM VILLAGE, DESOM,
 THRISSUR DISTRICT, PIN - 680125
- 6 THE SUB REGISTRAR
 CHERPU SUB REGISTRAR OFFICE, CHERPU P.O.,
 THRISSUR DISTRICT, PIN - 680561
- 7 DISTRICT REGISTRAR (GENERAL)
 CHEMBUKAVU, THRISSUR DISTRICT, PIN - 680020.
- 8 EAST INDIA CHITS FINANCE PRIVATE LIMITED
 PERUMBILLISERI DESOM, CHOWOOR VILLAGE,
 CHERPU P.O., THRISSUR DISTRICT REPRESENTED BY ITS
 CHAIRMAN, PIN - 680561.

BY ADV SHRI.G.SREEKUMAR (CHELUR) FOR R2 & R3



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SMT.THUSHARA D.S., SR.GP FOR R6 & T7

THIS OP (CIVIL) HAVING BEEN FINALLY HEARD ON 31.08.2026,
ALONG WITH OP(C) .939/2026, THE COURT ON 13.10.2026 DELIVERED
THE FOLLOWING:



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IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE EASWARAN S.

TUESDAY, THE 13TH DAY OF OCTOBER 2026 / 21ST ASWINA, 1948

OP(C) NO. 939 OF 2026

AGAINST THE JUDGMENT DATED 17.01.2026 IN CS NO.37 OF
2023 OF COMMERCIAL COURT-II, THRISSUR

PETITIONERS/PLAINTIFFS 1 TO 24:

- 1 DEVASSY.N.K
 AGED 60 YEARS
 S/O NEDUMPARAMBIL VEETIL KUNJUVAREED,
 KALLAMKUNNU DESOM, VELOOKKARA VILLAGE, NADAVARAMB
 P.O., THRISSUR DISTRICT, PIN - 680661
- 2 DEVASSI KUTTY V D
 AGED 67 YEARS
 S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
 DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
 THRISSUR DISTRICT-, PIN - 680121
- 3 MILTON
 AGED 69 YEARS
 S/O KOLANCHERI VEETIL DEVASSY,
 VALLAKKUNNATHUSSERI DESOM, CHOVOOR VILLAGE,
 PERNINCHERY P.O., THRISSUR DISTRICT - 680306
 REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI
 KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL
 DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI
 VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT-
 680121
- 4 BABU M K
 AGED 53 YEARS



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S/O MECHERIPPADI VEETIL KOCHAPPAN, PERUMBADAPPU
DESON, VALLACHIRA VILLAGE, VALLACHIRA P.O.,
THRISSUR DISTRICT-680562 REPRESENTED BY ITS POWER
ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS,
S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
DESON, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT-, PIN - 680121

- 5 KURIAN A T
AGED 64 YEARS
S/O ARUVELIKKAL VEETIL THOMAS, KADAPARAMB DESOM,
KILLANNOOR VILLAGE, MULANKUNNATHUKAVU P.O.,
THRISSUR DISTRICT -680581 REPRESENTED BY ITS
POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64
YEARS, S/O VEETILAN VEETIL DEVASSY .V.A.,
CHALAMPADAM DESOM, MANAVALASSERI VILLAGE,
IRINGALAKKUDA P.O., THRISSUR DISTRICT-, PIN -
680121
- 6 VAREED V R
AGED 65 YEARS
S/O VALLACHIRAKKARAN VEETIL RAPPAL,
POOCHUNNIPPADAM DESOM CHOVOOR VILLAGE, OORAKAM
P.O., THRISSUR DISTRICT - 680582 REPRESENTED BY
ITS POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED
64 YEARS, S/O VEETILAN VEETIL DEVASSY .V.A.,
CHALAMPADAM DESOM, MANAVALASSERI VILLAGE,
IRINGALAKKUDA P.O., THRISSUR DISTRICT-, PIN -
680121
- 7 DARLEY VAREED
AGED 60 YEARS
W/O VALLACHIRAKKAN VEETIL VAREED, POOCHUNNIPPADAM
DESON CHOVOOR VILLAGE, OORAKAM P.O., THRISSUR
DISTRICT - 680582 REPRESENTED BY ITS POWER
ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS,
S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
DESON, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT-, PIN - 680121
- 8 DINESH CHANDRAN P S
AGED 55 YEARS



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S/O PARAMBIL VEETIL T.V. SIVASUNDHARAN,
KIZHAKKETHIRUVALLAKAVU DESOM, CHOVOOR VILLAGE,
CHERPU P.O., THRISSUR DISTRICT - 680561 -
REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI
KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL
DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI
VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT,
PIN - 680121

9 GEORGE N R
 AGED 68 YEARS
 S/O NERAPARAMBIL RAPPAL, PERAMBRA DESOM,
 KODAKARAVILLAGE, PERAMBRA P.O., THRISSUR DISTRICT
 - 680689 REPRESENTED BY ITS POWER ATTORNEY HOLDER
 DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN
 VEETIL DEVASSY .V.A., CHALAMPADAM DESOM,
 MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
 THRISSUR DISTRICT-, PIN - 680121

10 JAIMON P
 AGED 39 YEARS
 S/O ALAPPATT VEETIL K.M.PAUL, PAZHUVIL DESOM,
 KURUMBILAVU VILLAGE, PAZHUVIL P.O., THRISSUR
 DISTRICT-680564 REPRESENTED BY ITS POWER ATTORNEY
 HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O
 VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
 DEOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
 THRISSUR DISTRICT, PIN - 680121

11 SANTHA PAUL
 AGED 71 YEARS
 W/O ALAPATT VEETIL K.M.PAUL, PAZHUVIL DESOM,
 KURUMBILAVU VILLAGE, PAZHUVIL P.O., THRISSUR
 DISTRICT-680564 REPRESENTED BY ITS POWER ATTORNEY
 HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O
 VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
 DEOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
 THRISSUR DISTRICT, PIN - 680121

12 JOMON
 AGED 49 YEARS
 S/O ALAPATT VEETIL K.M.PAUL, PAZHUVIL DESOM,



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KURUMBILAVU VILLAGE, PAZHUVIL P.O., THRISSUR DISTRICT-680564 REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT-, PIN - 680121

- 13 JAMES MATHEW
AGED 71 YEARS
S/O VELOOKKARAN VEETIL MATHEW, KANDASSAMKADAVU DESOM, KADASSAMKADAVU P.O., THRISSUR DISTRICT - 680613 REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT-, PIN - 680121.
- 14 MERCEY JAMES
AGED 65 YEARS
W/O VELOOKKARAN VEETIL JAMES MATHEW, KANDASSAMKADAVU DESOM, KADASSAMKADAVU P.O., THRISSUR DISTRICT - 680613 REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT-, PIN - 680121
- 15 JOBEES E.D.,
AGED 50 YEARS
S/O ELUVATHINKAL VEETIL DEVASSY, VADAKKUMMURI DESOM & VILLAGE, PERINGOTTUKARA, THRISSUR DISTRICT - 680570 REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT, PIN - 680121.
- 16 JOSE PP
AGED 69 YEARS
S/O PULLAPARAMBIL VEETIL PATHROSE, KUZHIKKATTUSSERI DESOM, THAZHEKKADU VILLAGE,



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KUZHICKATTUSSERI P.O., THRISSUR DISTRICT -680587
REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI
KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL
DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI
VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT,
PIN - 680121.

- 17 NIRMALA SUNNY
AGED 70 YEARS
W/O CHITTELAPPILLY VEETIL SUNNY.C.C., PARAPPOOR
DESOM, THOLUR VILLAGE, PARAPPOOR P.O., THRISSUR
DISTRICT- 680552 REPRESENTED BY ITS POWER
ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS,
S/O VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT, PIN - 680121
- 18 MARY PAUL CP
AGED 72 YEARS
W/O CHERUVALKKARAN VEETIL LATE PAUL. C.P.,
PAZHAYI DESOM, NENMANIKKARA VILLAGE, PUTHUKKADU
P.O., THRISSUR DISTRICT-680301 REPRESENTED BY ITS
POWER ATTORNEY HOLDER DEVASSI KUTTY V.D, AGED 64
YEARS, S/O VEETILAN VEETIL DEVASSY .V.A.,
CHALAMPADAM DESOM, MANAVALASSERI VILLAGE,
IRINGALAKKUDA P.O., THRISSUR DISTRICT, PIN -
680121
- 19 REJANI SASI
AGED 51 YEARS
W/O SASI, KUZHUPPULLIPARAMBIL VEEDU, CHERPU DESOM
& VILLAGE, CHERPU P.O., THRISSUR DISTRICT -
680561 REPRESENTED BY ITS POWER ATTORNEY HOLDER
DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN
VEETIL DEVASSY .V.A., CHALAMPADAM DESOM,
MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT-, PIN - 680121
- 20 YOHANNAN AP
AGED 66 YEARS
S/O ARIMBOOR MUTHIPEEDIKA VEETIL PAULOSE,
PAVALLUKKUNNATHUSSERI DESOM, CHOVOOR VILLAGE,



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RINCHERI P.O., THRISSUR DISTRICT -680306
REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI
KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL
DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI
VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT,
PIN - 680121

- 21 STAINS PC
AGED 69 YEARS
S/O PULIKKATTIL VEETIL CHAKKUNNI, NENMANI DESOM,
THYCAUD VILLAGE, NENMANI P.O., THRISSUR DISTRICT-
680104 REPRESENTED BY ITS POWER ATTORNEY HOLDER
DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN
VEETIL DEVASSY .V.A., CHALAMPADAM DESOM,
MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT-, PIN - 680121.
- 22 SHERLY ANTONY
AGED 61 YEARS
W/O ARANGASSERI VEETIL ANTONY, PAZHAMUKKU DESOM,
ANCHOOR VILLAGE, MUNDOOR P.O., THRISSUR DISTRICT
-680541 REPRESENTED BY ITS POWER ATTORNEY HOLDER
DEVASSI KUTTY V.D, AGED 64 YEARS, S/O VEETILAN
VEETIL DEVASSY .V.A., CHALAMPADAM DESOM,
MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT, PIN - 680121
- 23 DEVADASA MENON
AGED 83 YEARS
S/O A.K KUTTAN NAIR, KAKKARA VEEDU, CHERPU DESOM
& VILLAGE, CHERPU P.O., THRISSUR DISTRICT- 680561
REPRESENTED BY ITS POWER ATTORNEY HOLDER DEVASSI
KUTTY V.D, AGED 64 YEARS, S/O VEETILAN VEETIL
DEVASSY .V.A., CHALAMPADAM DESOM, MANAVALASSERI
VILLAGE, IRINGALAKKUDA P.O., THRISSUR DISTRICT,
PIN - 680121
- 24 RAPHEL MATHEW
AGED 65 YEARS
S/O PUTHUKKARA VEETIL MATHEW, MANNAMPETTA DESOM,
ALAGAPPANAGAR VILLAGE, VARAKKARA P.O., THRISSUR
DISTRICT-680302 REPRESENTED BY ITS POWER ATTORNEY



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HOLDER DEVASSI KUTTY V.D, AGED 64 YEARS, S/O
VEETILAN VEETIL DEVASSY .V.A., CHALAMPADAM
DESOM, MANAVALASSERI VILLAGE, IRINGALAKKUDA P.O.,
THRISSUR DISTRICT, PIN - 680121

BY ADVS.

SRI.P.K.MOHAMED JAMEEL

SHRI.K.SADANANDAN (KUNHUPIDUKKAL)

SMT. SUHARABI KANNETH

SMT.SMRITHI HARRIS

RESPONDENTS/RESPONDENTS 1 TO 9:

- 1 GOVINDAN KUTTY
AGED 75 YEARS
S/O MAYAMBALLI VEETIL NARAYANAN, PERUMBILLISERI
DESOM, CHOVOOR VILLAGE, CHERPU P.O., THRISSUR
DISTRICT -, PIN - 680561
- 2 SHAJU GOVINDAN KUTTY
AGED 52 YEARS
S/O MAYAMBALLI VEETIL GOVINDAN KUTTY,
PERUMBILLISERI DESOM, CHOVOOR VILLAGE, CHERPU
P.O., THRISSUR DISTRICT -, PIN - 680561
- 3 JAYARAJAN
AGED 57 YEARS
S/O NEDUMBALLISSERI KRISHNAN EZHTHACHAN,
PERUMBILLISERI DESOM, CHOVOOR VILLAGE, CHERPU
P.O., THRISSUR DISTRICT -, PIN - 680561
- 4 JEESON
AGED 49 YEARS
S/O KUNDUKULANGARA VEETIL KOCH RAPPAL, KARALAM
VILLAGE & DESOM, THRISSUR DISTRICT -, PIN -
680125
- 5 THE VILLAGE OFFICER
CHOVOOR VILLAGE OFFICE, CHERPU P.O., THRISSUR
DISTRICT -, PIN - 680561



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- 6 THE SUB REGISTRAR
CHERPU SUB REGISTRAR OFFICE, CHERPU P.O.,
THRISSUR DISTRICT, PIN - 680561
- 7 THE SECRETARY
CHERPU GRAMA PANCHAYATH, CHERPU P.O., THRISSUR
DISTRICT -, PIN - 680561
- 8 EAST INDIA CHITS FINANCE LTD
PERUMBILLISERI DESOM, CHOVOOR VILLAGE, CHERPU
P.O., THRISSUR DISTRICT - REPRESENTED BY ITS
CHAIRMAN, PIN - 680561
- 9 EAST INDIA CHITS FINANCE PRIVATE LIMITED
THRISSUR, REPRESENTED BY ITS MANAGING DIRECTOR,
GOVINDAN KUTTY, AGED 72 YEARS, S/O MAYAMBALLI
VEETIL NARAYANAN, PERUMBILLISERI DESOM, CHOVOOR
VILLAGE, CHERPU P.O., THRISSUR DISTRICT -, PIN -
680561.

BY ADVS.

R2 & R3 BY SHRI.G.SREEKUMAR (CHELUR)

R4 BY SRI.K.R.ARUN KRISHNAN

R7 BY SHRI.R.RAJPRADEEP

R5 & R6 BY SMT.THUSHARA D.S., SR.GP

THIS OP (CIVIL) HAVING BEEN FINALLY HEARD ON 31.08.2026,
ALONG WITH OP(C).926/2026, THE COURT ON 13.10.2026 DELIVERED
THE FOLLOWING:



OP(C) s. 926 & 939/2026

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EASWARAN S., J.**OP(C) Nos.926 and 939 of 2026****Dated this the 13th day of October, 2026****J U D G M E N T**

These original petitions impugn orders dated 17.1.2026 (Ext.P8 & Ext.P10, respectively) passed by the Commercial Court-II, Thrissur, upholding the objection of the defendants regarding the maintainability of the suits (CS Nos.31 & 37/2023) on the ground that the same are barred under Section 430 of the Companies Act, 2013, and the remedy of the petitioners/plaintiffs is before the National Company Law Tribunal.

2. Brief facts necessary for the disposal of the original petitions are as follows:

CS Nos.31 and 37 of 2023, on the files of the Commercial Court-II, Thrissur, are two suits filed by the petitioners in OP(C) Nos.926/2026 and 939/2026, respectively, seeking a declaration that the sale of the plaint schedule property in the names of defendant Nos. 2 and 3 registered as per sale deed No.2706 of 2014 of SRO, Cherpu, is not



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binding upon the plaintiffs and the 8th defendant Company/shareholders. Consequential relief is also sought to retain the A schedule property as the property of the company and the company's books of account. Other consequential reliefs are also sought. According to the plaintiffs, the plaintiff schedule property could not have been sold by the 1st defendant to defendants 2 and 3 without the concurrence of the majority shareholders of the 8th defendant Company. According to the plaintiffs, the 8th defendant Company failed to conduct the statutory audit for the past few years. However, the plaint also states that the property was sold without the concurrence of the majority shareholders and that, in the enquiry conducted as per the decision taken in a meeting held on 23.06.2018, it was found that the first defendant had misappropriated the chit funds which were supposed to be received by the 8th defendant company. Therefore, complaints were filed, and the same stood registered as CC Nos.1143 and 1032 of 2020 before the Magistrate's Court-I, Thrissur. While so, the plaintiffs came to know that a document, numbered as 2706/2014 of the SRO, Cherpu, has been registered and that the said document has no legal sanctity. It is



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further alleged that, in the said document, it was stated that a meeting of the shareholders was held on 16.08.2014, but no such meeting was convened and, therefore, the entire transaction is fraudulent. The defendants entered appearance and resisted the suits, contending that the suits are vexatious and frivolous and that document No. 2706 of 2014 was properly registered. After filing their written statements, the defendants filed applications to reject the suits as not maintainable, alleging a bar under Section 430 of the Companies Act, 2013. The plaintiffs objected to the applications, arguing that the suits are primarily for a declaration that a particular sale deed is not binding on the company and that the sale deed was executed without the concurrence of the majority shareholders. The Commercial Court-II, Thrissur, however, rejected the objection of the plaintiffs and upheld the objection by the defendants regarding the maintainability of the suits and held that the remedy of the plaintiffs is before the National Company Law Tribunal. Hence, the present original petitions.

3. Heard Sri.Mohamed Jameel P.K., the learned counsel appearing for the petitioners/plaintiffs, and Sri.G.Sreekumar



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(Chelur), the learned counsel appearing for the respondents 2 and 3/defendants 2 and 3, and Smt.Thushara D.S., the learned Senior Government Pleader.

4. The learned counsel appearing for the petitioners pointed out that the bar under Section 430 of the Companies Act, 2013 is not an absolute bar and is to be qualified by certain conditions. He further pointed out that on an earlier occasion, when the matter was sought to be transferred to the Commercial Court, no objection was raised with regard to its maintainability and that the trial court at that point of time, having found that the suits were maintainable before the Commercial Court, had transferred them to the Commercial Court and numbered them as CS Nos.31 and 37 of 2023. He further pointed out that the National Company Law Tribunal's jurisdiction is limited to matters governed by Sections 241 and 242 of the Companies Act, 2013, and that the Civil Court's jurisdiction is ousted only in matters the Tribunal can decide. Therefore, it is pointed out that in an ordinary civil litigation relating to property, where a declaratory relief is sought for, the National Company Law Tribunal is not empowered to grant such relief and that the Civil Court retains the jurisdiction to grant



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declaratory relief. It is further pointed out that the declaration now sought for in the suits is not one coming within the jurisdiction of the National Company Law Tribunal. In support of his contention, relied on the decision of this Court in **Saju George v. Saji Varghese [2026 (5) KHC 188]**.

5. Per contra, Sri.G.Sreekumar (Chelur), the learned counsel appearing for the respondents 2 and 3, pointed out that, even assuming for argument's sake that the suits are maintainable, even then the court could not have tried the suits and come to a logical conclusion because the suits are hopelessly barred by limitation. He further pointed out that the question as to whether there was proper convening of the meeting of the shareholders prior to the execution of the sale deed is a matter which would primarily fall within the jurisdiction of the National Company Law Tribunal under Sections 241 and 242 of the Companies Act, 2013. Since the petitioners have a case of oppression and mismanagement of the Company, the Civil Court's jurisdiction is barred, and the National Company Law Tribunal alone can grant the reliefs.

6. I have considered the rival submissions raised across the



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bar and perused the impugned orders.

7. The primary question, which this Court requires to be answered, is whether the present suits are hit by Section 430 of the Companies Act, 2013. Before this Court answers that question, it must consider the nature and scope of the National Company Law Tribunal's powers under the Companies Act, 2013.

8. Sections 241 and 242 of the Companies Act, 2013 deal with the jurisdiction of the National Company Law Tribunal under the Companies Act, 2013. Sections 241 and 242 read as under:

“241. Application to Tribunal for relief in cases of oppression, etc.— (1) Any member of a company who complains that—

(a) the affairs of the company have been or are being conducted in a manner prejudicial to public interest or in a manner prejudicial or oppressive to him or any other member or members or in a manner prejudicial to the interests of the company; or

(b) the material change, not being a change brought about by, or in the interests of, any creditors, including debenture holders or any class of shareholders of the company, has taken place in the management or control of the company, whether by an alteration in the Board of Directors, or manager, or in the ownership of the company's shares, or if it has no share capital, in its membership, or in any other manner whatsoever, and that



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by reason of such change, it is likely that the affairs of the company will be conducted in a manner prejudicial to its interests or its members or any class of members, may apply to the Tribunal, provided such member has a right to apply under section 244, for an order under this Chapter.

(2) The Central Government, if it is of the opinion that the affairs of the company are being conducted in a manner prejudicial to public interest, it may itself apply to the Tribunal for an order under this Chapter:

Provided that the applications under this sub-section, in respect of the company or class of companies, as may be prescribed, shall be made before the Principal Bench of the Tribunal which shall be dealt with by such Bench.

(3) Where in the opinion of the Central Government there exist circumstances suggesting that—

(a) any person concerned in the conduct and management of the affairs of a company is or has been in connection therewith guilty of fraud, misfeasance, persistent negligence or default in carrying out his obligations and functions under the law or of breach of trust;

(b) the business of a company is not or has not been conducted and managed by such person in accordance with sound business principles or prudent commercial practices;

(c) a company is or has been conducted and managed by such person in a manner which is likely to cause, or has caused, serious injury or damage to the interest of the trade, industry or business to which such company pertains; or

(d) the business of a company is or has been conducted and managed by such person with intent to defraud its creditors,



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members or any other person or otherwise for a fraudulent or unlawful purpose or in a manner prejudicial to public interest, the Central Government may initiate a case against such person and refer the same to the Tribunal with a request that the Tribunal may inquire into the case and record a decision as to whether or not such person is a fit and proper person to hold the office of director or any other office connected with the conduct and management of any company.

(4) The person against whom a case is referred to the Tribunal under sub-section (3), shall be joined as a respondent to the application.

(5) Every application under sub-section (3)—

(a) shall contain a concise statement of such circumstances and materials as the Central Government may consider necessary for the purposes of the inquiry; and

(b) shall be signed and verified in the manner laid down in the Code of Civil Procedure, 1908 (5 of 1908), for the signature and verification of a plaint in a suit by the Central Government.”

“242. Powers of Tribunal.— (1) If, on any application made under section 241, the Tribunal is of the opinion—

(a) that the company’s affairs have been or are being conducted in a manner prejudicial or oppressive to any member or members or prejudicial to public interest or in a manner prejudicial to the interests of the company; and

(b) that to wind up the company would unfairly prejudice such member or members, but that otherwise the facts would justify the making of a winding-up order on the ground that it was just and equitable that the company should be wound up,



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the Tribunal may, with a view to bringing to an end the matters complained of, make such order as it thinks fit.

(2) Without prejudice to the generality of the powers under sub-section (1), an order under that sub-section may provide for—

(a) the regulation of conduct of affairs of the company in future;

(b) the purchase of shares or interests of any members of the company by other members thereof or by the company;

(c) in the case of a purchase of its shares by the company as aforesaid, the consequent reduction of its share capital;

(d) restrictions on the transfer or allotment of the shares of the company;

(e) the termination, setting aside or modification, of any agreement, howsoever arrived at, between the company and the managing director, any other director or manager, upon such terms and conditions as may, in the opinion of the Tribunal, be just and equitable in the circumstances of the case;

(f) the termination, setting aside or modification of any agreement between the company and any person other than those referred to in clause (e):

Provided that no such agreement shall be terminated, set aside or modified except after due notice and after obtaining the consent of the party concerned;

(g) the setting aside of any transfer, delivery of goods, payment, execution or other act relating to property made or done by or against the company within three months before the date of the application under this section, which would, if made or done by or against an individual, be deemed in his insolvency to be a fraudulent preference;



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(h) removal of the managing director, manager or any of the directors of the company;

(i) recovery of undue gains made by any managing director, manager or director during the period of his appointment as such and the manner of utilisation of the recovery including transfer to Investor Education and Protection Fund or repayment to identifiable victims;

(j) the manner in which the managing director or manager of the company may be appointed subsequent to an order removing the existing managing director or manager of the company made under clause (h);

(k) appointment of such number of persons as directors, who may be required by the Tribunal to report to the Tribunal on such matters as the Tribunal may direct;

(l) imposition of costs as may be deemed fit by the Tribunal;

(m) any other matter for which, in the opinion of the Tribunal, it is just and equitable that provision should be made.

(3) A certified copy of the order of the Tribunal under sub-section (1) shall be filed by the company with the Registrar within thirty days of the order of the Tribunal.

(4) The Tribunal may, on the application of any party to the proceeding, make any interim order which it thinks fit for regulating the conduct of the company's affairs upon such terms and conditions as appear to it to be just and equitable.

(4-A) At the conclusion of the hearing of the case in respect of sub-section (3) of section 241, the Tribunal shall record its decision stating therein specifically as to whether or not the respondent is a fit and proper person to hold the office of director or any other office connected with the conduct and management of any company.



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(5) Where an order of the Tribunal under sub-section (1) makes any alteration in the memorandum or articles of a company, then, notwithstanding any other provision of this Act, the company shall not have power, except to the extent, if any, permitted in the order, to make, without the leave of the Tribunal, any alteration whatsoever which is inconsistent with the order, either in the memorandum or in the articles.

(6) Subject to the provisions of sub-section (1), the alterations made by the order in the memorandum or articles of a company shall, in all respects, have the same effect as if they had been duly made by the company in accordance with the provisions of this Act and the said provisions shall apply accordingly to the memorandum or articles so altered.

(7) A certified copy of every order altering, or giving leave to alter, a company's memorandum or articles, shall within thirty days after the making thereof, be filed by the company with the Registrar who shall register the same.

(8) If a company contravenes the provisions of sub-section (5), the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees."

9. Section 430 of the Companies Act, 2013 provides that the jurisdiction of the Civil Court is ousted in relation to the matters which the National Company Law Tribunal is empowered to deal with.



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Section 430 of the Companies Act, 2013 reads as under :

“430. Civil Court not to have jurisdiction.- No civil court shall have jurisdiction to entertain any suit or proceeding in respect of any matter which the Tribunal or the Appellate Tribunal is empowered to determine by or under this Act or any other law for the time being in force and no injunction shall be granted by any Court or other authority in respect of any action taken or to be taken in pursuance of any power conferred by or under this Act or any other law for the time being in force, by the Tribunal or the Appellate Tribunal.”

On a conjoint reading of Sections 241 and 242 of the Companies Act, 2013, one can safely conclude that the National Company Law Tribunal has jurisdiction only when a dispute touches upon the management of the company and the respective rights of the shareholders.

10. One must remember that the tribunal, being a creation of statute, does not have any inherent power and can only be guided by the source of power conferred upon it by the statute. That being so, it will be difficult to envisage a situation when a sale deed is questioned on the ground that it is executed fraudulently and that a declaration with regard to the document is sought for and its binding nature on a company at the instance of one of the shareholders, and it would be



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far-fetched to hold that the matter should gain the attention of the National Company Law Tribunal under Sections 241 and 242 of the Companies Act, 2013.

11. The power to grant declaratory decrees/reliefs is always with the Civil Court. When Section 9 of the Code of Civil Procedure is read, the Civil Court's jurisdiction is absolute unless it is expressly or impliedly ousted. It is not uncommon that a special statute creating a specialised tribunal for adjudicating a dispute takes away the jurisdiction of the Civil Court. But then, it must be remembered that when the ouster of jurisdiction is by a statute, the ouster must be specific. At times, courts may also hold that, by virtue of a statute, there is an implied ouster of the Civil Court's jurisdiction. But to hold an implied bar on the Civil Court, there must be strong circumstances arising from the statute.

12. When the reliefs sought in the suits are considered alongside the scope of application under Sections 241 and 242 of the Companies Act 2013, it would be difficult to conclude that the National Company Law Tribunal has jurisdiction to declare a registered document void as against the company. Accordingly, the



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courts should lean towards a purposive interpretation of the statute and should always uphold the jurisdiction of the Civil Court. The ouster of jurisdiction cannot be based on mere assumptions.

13. In **Saju George v. Saji Varghese [2026 (5) KHC 188]**, a similar question arose before this Court as to whether the ouster of jurisdiction of the Civil Court by the promulgation of the National Green Tribunal Act, 2010 is absolute or not. On an examination of the provisions of the National Green Tribunal Act, 2010, this Court found that the National Green Tribunal is conferred only with limited powers as specified under the statute and, therefore, a claim for declaratory right of easement under the provisions of the Indian Easements Act, 1872 would always lie before the Civil Court.

14. The principles laid down by this Court in **Saju George** (supra) squarely apply to the facts of the present case as well. As stated above, the National Company Law Tribunal's power is confined to disputes arising under Sections 241 and 242 of the Companies Act, 2013. Under no stretch of imagination could it be held that the tribunal has the power to declare a registered sale deed as void and not binding on the company. Therefore, this Court finds that the



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defendants' objection was unsustainable, and the trial court erred egregiously in holding that the jurisdiction to try the disputes vests with the National Company Law Tribunal.

15. Before this Court concludes with the above discussion, it needs to look into the aspect as to whether the objection raised by the defendants with regard to the maintainability of the suits on the ground of limitation should be considered by this Court at this stage. Since the trial court rejected the suits on the ground that jurisdiction vests with the National Company Law Tribunal, the issue of limitation was never before it. Hence, this Court finds that it would be wholly impermissible for this Court, in exercising its powers under Article 227 of the Constitution of India, to hold that, notwithstanding the maintainability of the suits, they are barred by the law of limitation. The question of limitation is a matter that should gain the attention of the trial court at an appropriate stage. Therefore, the defendants will be at liberty to raise the said question before the Civil Court at an appropriate time.

16. Accordingly, these original petitions are allowed by setting aside the orders dated 17.1.2026 in CS No.31/2023 (Ext.P8 in OPC



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No.926/2026) and CS No.37/2023 (Ext.P10 in OPC No.939/2026). CS Nos. 31 of 2023 and 37 of 2023 stand restored to the file of the Commercial Court-II, Thrissur. The Commercial Court-II, Thrissur is directed to proceed with the trial of the suits in accordance with law, untrammelled by any of the observations made by this Court in this judgment, subject to the exceptions stated above.

Ordered accordingly.

**Sd/-
EASWARAN S.
JUDGE**



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APPENDIX OF OP(C) NO. 926 OF 2026

PETITIONER EXHIBITS

Exhibit P1	A TRUE COPY OF THE PLAINT IN C.S NO.31/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P2	A TRUE COPY OF THE WRITTEN STATEMENT FILED BY DEFENDANT NO.2 & 3 IN C.S NO.31/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P3	A TRUE COPY OF THE WRITTEN STATEMENT FILED BY DEFENDANT NO.5 IN C.S NO 31/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P4	A TRUE COPY OF THE WRITTEN STATEMENT FILED BY DEFENDANTS NO.6 & 7 IN C.S NO.31/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P5	A TRUE COPY OF THE ORDER DATED 02.06.2022 IN O.S NO 130/2020 OF PRINCIPLE SUB JUDGE, THRISSUR
Exhibit P6	A TRUE COPY OF THE COUNTER IN I.A NO. 12/2025 IN C.S NO.31/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P7	A TRUE COPY OF THE ORDER DATED 18.10.2025 IN I.A NO. 12/2025 IN C.S NO. 31/2023
Exhibit P8	A TRUE COPY OF THE ORDER DATED 17.01.2026 IN C.S NO.31/2023 OF COMMERCIAL COURT-II, THRISSUR



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APPENDIX OF OP(C) NO. 939 OF 2026

PETITIONERS' EXHIBITS

Exhibit P1	A TRUE COPY OF THE PLAINT DATED 29.03.2023 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P2	A TRUE COPY OF THE WRITTEN STATEMENT DATED 09.06.2023 FILED BY DEFENDANT NO.2 & 3 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P3	A TRUE COPY OF THE WRITTEN STATEMENT DATED 08.07.2023 FILED BY DEFENDANT NO.4 IN C.S NO 37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P4	A TRUE COPY OF THE WRITTEN STATEMENT DATED 20.07.2023 FILED BY DEFENDANTS NO.5 & 6 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P5	A TRUE COPY OF THE WRITTEN STATEMENT DATED 26.06.2023 FILED BY DEFENDANT NO.7 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P6	A TRUE COPY OF THE PROCEEDINGS IN C.S NO. 37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P7	A TRUE COPY OF I.A NO. 27/2025 DATED 06.03.2025 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P8	A TRUE COPY OF THE COUNTER IN I.A NO. 27/2025 DATED 20.06.2025 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR
Exhibit P9	TRUE COPY OF THE ORDER DATED 18.10.2025 IN I.A NO. 27/2025 IN C.S NO. 37/2023
Exhibit P10	A TRUE COPY OF THE ORDER DATED 17.01.2026 IN C.S NO.37/2023 OF COMMERCIAL COURT-II, THRISSUR