NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.203
CP/12(MP)2023

Order under Section 271-272

IN THE MATTER OF:

Anil Kumar Saini **.....Applicant**
V/s
Sai Prakash Properties Development Ltd **.....Respondent**

Coram:

Hon'ble Shri Brajendra Mani Tripathi, Member (J)
Hon'ble Shri Man Mohan Gupta Member (T)

PRONOUNCEMENT OF ORDER
Delivered on 05/11/2026

The case is fixed for pronouncement of the order.

The order is pronounced in open Court *vide* separate sheet.

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

Tomar

THE NATIONAL COMPANY LAW TRIBUNAL,

INDORE BENCH

CP No. 12 of 2023

[A Company Petition filed under Section 271 to 273 of the Companies Act, 2013]

In the matter of:

1. Anil Kumar Saini
Son of Ramjilal Saini, aged about 36 years
Residing at- F-22, 200 Feet Road,
Near Radha Krishna Temple, Alwar,
Rajasthan - 301001 **.... Petitioner**

Versus

1. Sai Prakash Properties Development Limited
Plot No. 60, Dwarika Dham, Jail Road,
Bhopal, M.P. 462030

2. Registrar of Companies, Gwalior
3rd Floor, A Block, Sanjay Complex,
Jayendra Ganj, Gwalior, M.P. 474009

3. Ranvijay Singh Baghel
S/o Krishna Pratap Singh
Bhubaneswar Central Jail, Bhubaneswar 752050

4. Mragendra Singh Baghel
S/o Krishna Pratap Singh
Raipur Central Jail, Raipur 492001

5. Dheerendra Singh Baghel

S/o Krishna Pratap Singh

Raigarh Jila Jail, Raigarh 496001 **....Respondents**

Order Pronounced on: 05.11.2026

C O R A M:

HON'BLE SH. BRAJENDRA MANI TRIPATHI, MEMBER (J)

HON'BLE SH. MAN MOHAN GUPTA, MEMBER (T)

Appearance:

For the Petitioner : Mr. Rishabh Gupta, Adv a.w.
Ms. Avani Goyal, Adv &
Ms. Unnati Khajanchi, Adv

For the Respondent : None

ORDER

A. Facts of the Case

1. This petition has been filed by Anil Kumar Saini, aged about 36 years, resident of Alwar, Rajasthan, in Form WIN-1 under Sections 271 to 273 of the Companies Act, 2013, seeking an order winding up Sai Prakash Properties Development Limited ("the Company"). The Company was noticed through its registered office at Plot No. 60, Dwarika Dham, Jail Road, Bhopal. The other noticee named in the petition is the Registrar of Companies, Gwalior (Noticee No. 2). By order dated 09.02.2024, the Petitioner was permitted to add Ranvijay Singh Baghel, Mragendra Singh Baghel and Dheerendra Singh Baghel as Noticee Nos. 3, 4 and 5. The amended memo of parties shows them as lodged in jails at Bhubaneswar, Raipur and Raigarh.

2. The Petitioner's case, in short, is as follows.

(a) The Company was incorporated on 03.12.2009 as a public company limited by shares under the Companies Act, 1956. Its nominal and paid-up capital is Rs. 5,00,000, divided into 50,000 shares of Rs. 10 each. Its main object is to build and develop residential and commercial properties, and to act as promoter, builder and developer.

(b) The Petitioner submits that he is an original allottee of 2 shares and a contributory under Section 2(26). He says that he is not a director, only a shareholder, and that he meets the requirement of Section 272(2).

(c) The Company collected money from the public through "land booking" offers, as daily or recurring deposits and fixed deposits. It issued certificates promising fixed amounts on maturity. Because of losses, these amounts were not paid.

(d) Unpaid investors complained. SEBI passed an interim order cum show-cause notice dated 26.12.2014 under Sections 11(1), 11(4) and 11B of the SEBI Act, 1992 and Regulation 65 of the SEBI (Collective Investment Schemes) Regulations, 1999. It barred the Company from accepting further money, launching new schemes, or disposing of or alienating assets. The Company's properties were then attached by SEBI and other authorities. The interim order ended in a final order dated 29.07.2019. The Company could not repay its investors, and many complaints were filed against it and its directors before police authorities and the CBI.

(e) The directors face criminal trials at different places. The Petitioner, as a shareholder, asked the Company and its directors to pay the maturity amounts, but they did not.

(f) By an adjudication order dated 29.10.2020 under Section 15-I of the SEBI Act, SEBI levied penalties on the Company and its officers for non-compliance with the statutory provisions, noting that the noticees had not come forward.

(g) The last financial statements and statutory returns filed by the Company are dated 31.03.2014, so it is liable to be wound up under Section 271(d).

(h) The Petitioner submits that the Company has enough property to pay investors, and that they remain unpaid only because of the bad faith and inaction of management. It is also submitted that the management formed subsidiaries and related entities and routed money through them, and that most of them have not filed accounts. In his view, winding up is the only way to learn the true financial position. As a shareholder he cannot pass a resolution for voluntary winding up, and he has lost contact with the Company and its directors. He adds that the assets have been deteriorating for a decade, and that a Liquidator could realise dues for stakeholders.

3. The Petitioner prays that the Company be wound up; that his petition and affidavit be treated as enough to appoint a provisional liquidator; for leave to produce additional documents; for exemption from filing certified copies of the annexures; and for any other suitable order.

B. The Orders Relied On by the Petitioner

4. *The SEBI order dated 29.07.2019 (Annexure P/4)*: This is the final order that followed the interim order cum show-cause notice dated 26.12.2014. SEBI found that the Company's "Joint Venture" plans, under which investors paid money for an expected return and received a plot allocation as collateral, were a collective investment scheme under Section 11AA of the SEBI Act. It was run without registration, in breach of Section 12(1B) and Regulation 3 of the CIS Regulations. On a bank-statement analysis, SEBI found that the Company had collected at least Rs. 111,54,96,435. SEBI's main directions were these. The Company and its directors, Pushpendra Singh Baghel, Pushpanjali Singh Baghel, Ranvajay Pratap Singh Baghel, Mragendra Singh Baghel, Dheerendra Krishan Pratap and Shahendra Singh Baghel, were jointly and severally ordered to wind up the schemes and refund investors with the returns due, within three months, by demand draft or pay order. Within seven days after that, a winding-up and repayment report was to be filed, supported by proof of the trail of funds, bank statements, investors' acknowledgements and a certificate of two independent Chartered Accountants. If they failed, SEBI would start recovery proceedings under the SEBI Act. The Company and the directors were not to alienate, dispose of or sell any asset except to make refunds. They were kept out of the securities market until the refund is complete and for seven years after, and the directors could not be directors or key managerial personnel of a listed company for seven years. A seventh director, Sandeep Shankar, who had held office for only

about five months after incorporation, was not held liable for the refund and was restrained for one year.

5. *The SEBI adjudication order dated 29.10.2020 (Annexure P/5)*: The Adjudicating Officer found that, after the interim order of 26.12.2014 barred fresh collections, the Company went on taking money, including cash deposits of Rs. 25,19,300 in 46 instances. He also noted that the Company and most of its directors did not reply to the summons, the show-cause notice or the hearing notices, and proceeded ex parte. The charge against Sandeep Shankar was dropped. A penalty of Rs. 25,00,000 under Section 15HB of the SEBI Act was imposed on the Company and the other directors, jointly and severally. The Petitioner relies on this order to show that the Company and its management are not cooperating and cannot be traced.

6. *The Supreme Court order dated 29.05.2026*: We also take note of the order in *Pushpendra Singh Baghel v. State of Madhya Pradesh & Ors.*, W.P. (Crl.) No. 125 of 2026. That case concerns the Sai Prakash group, to which the Company belongs. There the promoters faced a very large number of FIRs in several States over the same fund-raising activity. The Supreme Court constituted a Special Committee headed by Justice Manindra Mohan Shrivastava, a former Chief Justice of the Rajasthan and Madras High Courts, to identify investors and claims, and to settle claims and resolve disputes relating to the affairs of the group's companies. It directed the Chief Secretaries of the States concerned to act on communications from

the Chairperson of the Committee. It also directed each State concerned to appoint a Nodal Officer, added SEBI as a party with a direction to cooperate fully, and called for a status report in a sealed cover.

C. Observations and Analysis

7. The Petitioner pleads that he is an original allottee of 2 shares. A contributory who was an original allottee of the shares is within Section 272(2), which allows a contributory to petition when the shares were originally allotted to him. He may therefore present the petition under Section 272(1), and the point is not seriously contested on the record. The petition is in the prescribed Form WIN-1, is supported by an affidavit, and pleads, among other grounds, the default in filing financial statements and returns under Section 271(d). We do not need to decide whether that ground is made out, since the petition fails at the stage of discretion in any case. The Tribunal is satisfied that the petition is **maintainable**.

A petition being maintainable does not mean winding up must follow. Section 273 gives the Tribunal a discretion. It may dismiss the petition, make an interim order, appoint a provisional liquidator, order winding up, or pass any other suitable order. Winding up is the most serious step under the Companies Act: the Company stops existing, its management is replaced, and a Liquidator takes charge of its assets. Before taking that step, we must ask whether it is needed when other authorities are already dealing with the same matter.

8. The record shows that they are. First, SEBI, which regulates collective investment schemes, has already held that the Company ran an unregistered scheme. It has directed the Company and its directors to wind up the scheme and refund investors with the returns due. That is the same result the Petitioner now wants from this Tribunal: closing down the scheme and getting investors their money back. SEBI also kept recovery proceedings under the SEBI Act open if the directors do not comply, and it has already looked into the Company's bank accounts, including accounts beyond those shown in the Company's own financial statements.

9. Second, the Company's assets are already protected. The petition itself says that SEBI and other authorities have attached the Company's properties. SEBI's final order further bars the Company and its directors from alienating or selling any asset except to make refunds to investors. The Petitioner says that the management routed money through subsidiaries and related entities. That is a matter for SEBI's analysis of the Company's accounts and for the criminal investigations and trials that, by the Petitioner's own account, are going on in different places.

10. Third, the Supreme Court has now put in place one supervised process for the whole Sai Prakash group, of which the Company is a part. Its Special Committee is to identify the investors, verify and settle their claims, and resolve the disputes concerning the group's companies, with SEBI before the Court and the States' Nodal Officers

assisting. That is the same objective the Petitioner has in mind, and it is being pursued under the Supreme Court's own supervision.

11. If we ordered winding up, a Liquidator would step into the same assets and deal with the same investors. Questions would at once arise about who controls and sells which asset, and how claims invited by a Liquidator fit with those being identified and settled by the Special Committee. The assets are already under attachment, under SEBI's directions and recovery powers, under criminal investigation and under the Special Committee's process. The Petitioner has not added SEBI or the CBI as parties. He has also not told us what stage the refunds, attachments, recovery or the Special Committee's work have reached. His petition was filed before the Supreme Court's order and he has not updated it. Without that information, we cannot safely decide that winding up is needed.

12. SEBI's process is meant for exactly this kind of case. The SEBI Act and the Collective Investment Scheme Regulations are special law for such schemes. The winding-up provisions of the Companies Act are general law. Where the special process has started and has not been shown to have failed, this Tribunal should not start a second process for the same purpose. Winding up is a last resort, not a first one. It is better considered if the regulator's process, and the process set up by the Supreme Court, are shown to be unable to give investors their money. That has not been shown here.

13. We must also honor the order passed by Supreme Court for this very group. The order of 29.05.2026 was made in writ jurisdiction on

its own facts. It does not lay down a rule about winding up, and it does not bind us on that question. But it shows how the Supreme Court chose to deal with the problem. Investor claims against the group could be counted in money, so the Court chose one supervised process, with SEBI taking part, to find the investors and settle claims. It did not order a winding up of the Company. That approach fits with leaving investors' recovery to the regulator and the Special Committee.

14. The Petitioner says that no one will be prejudiced if winding up is ordered. The Tribunal does not agree. The people who would gain from a winding up are the same investors SEBI's order is meant to repay. If a Liquidator took over and sold the Company's assets, that could slow down or hamper the refund process SEBI has ordered and the work of the Special Committee. It could also disturb the attachments. Investors who have waited since 2014 should not have to wait longer while another proceeding takes charge of the assets, invites claims all over again and sorts out who gets paid first. The Petitioner holds 2 shares and says he acts for the depositors. Their interest is best served by the processes already under way.

15. On the material before us, winding up is not needed at this stage to protect investors or the public. The SEBI process and the Special Committee aim at the same result and are better placed to reach it. The petition is maintainable, but this is not a fit case for us to use our discretion under Section 273 to wind up the Company, appoint a provisional liquidator or make any interim order. Nothing in this

order decides any investor's claim, or comments on the criminal cases against the directors.

Order

16. For these reasons the Company Petition No. 12 of 2023 is **dismissed and disposed of**.

17. The Registry shall send a copy of this order to the Registrar of Companies, Gwalior, and to the Securities and Exchange Board of India, for information.

Sd/-

MAN MOHAN GUPTA

(MEMBER TECHNICAL)

Sd/-

BRAJENDRA MANI TRIPATHI

(MEMBER JUDICIAL)

Vanshika-LRA