



NON-REPORTABLE

**IN THE SUPREME COURT OF INDIA
CIVIL APPELLATE JURISDICTION**

CIVIL APPEAL NOS.9052-9053 OF 2022

**MONIVEDA CONSULTANTS LLP AND
ANOTHER**

... APPELLANTS

VERSUS

**SHAJAS DEVELOPERS PRIVATE
LIMITED AND OTHERS**

...RESPONDENTS

WITH

CONTEMPT PETITION (C) NOS.616-617 OF 2023

AND

CONTEMPT PETITION (C) NOS.641-642 OF 2025

ORDER

AUGUSTINE GEORGE MASIH, J.

1. The present Appeals are directed against the order dated 11.10.2022 (“Impugned Order”) passed by the National Company Law Appellate Tribunal, New Delhi (“NCLAT”), in Company

Appeal (AT) No.104 of 2021 along with Contempt Case (AT) No.02 of 2022, whereby the NCLAT set aside the order dated 29.07.2021 passed by the National Company Law Tribunal, Mumbai Bench (“NCLT”) declining interim relief in CA Nos.147 and 199 of 2021 in CP No.159(MB) of 2021, but confined interim protection to a direction restraining the parties from taking any “perceptive steps” for a period not exceeding one month, and further directed that the contempt proceedings be heard by the NCLT.

2. The Appellant No.1, Moniveda Consultants LLP (formerly Gauri Rajeshwari Consultants Pvt. Ltd.), claims to be a 40% shareholder of Respondent No.1, Shajas Developers Private Limited. The Appellant No.2 is a partner of Appellant No.1 and was appointed as a Promoter-Director of Respondent No.2, JLS Realty Private Limited. Respondent No.1 is a holding company which holds the entire share capital of Respondent No.2. Respondent No.2 is engaged in the business of slum redevelopment

and owns land admeasuring approximately 21,727 square metres situated at Shankarwadi, Jogeshwari (East), Mumbai, along with attendant development rights, stated to be valued at approximately Rs. 1000 crores. Mr. Suketu Viren Shah, Respondent No.3 is the personal guarantor of certain loans secured by the Respondent No.2 and alleged mastermind to usurp the Appellant's assets in Respondent No.2, he is alleged to have full control over Respondent No.4, Neelakantan Krishnan Iyer and Respondent No.5, Mangesh Pandurang Kadam, who are the shareholders of Respondent No.1.

3. Respondent No.2 was incorporated in February 2008, and Respondent No.1 was incorporated on 29.07.2009. In 2009, Meshulam Levinstein Contracting and Engineering Ltd., an Israeli entity, entered as a strategic joint venture partner in Respondent No.2. As on July 2009, Respondent No.1 held 35.92% of the shareholding of Respondent No.2, while the Levinstein Group held 64.08%, with a six-

member board comprising equal representation from both sides.

4. Between 2013 and 2016, Respondent No.2 borrowed substantial sums from IIFL Finance Limited, an NBFC, with total outstanding liabilities aggregating to approximately Rs. 275 crores as on 31.03.2016. Respondent No.3 furnished personal guarantees in respect of such borrowings. The project encountered serious financial and operational distress, including encroachments, lack of approvals, and inability to launch sales.
5. In May 2016, Appellant No.2 claimed to have assisted in negotiating the exit of the Israeli joint venture partner. By a Securities Purchase Agreement dated 06.05.2016, the Levinstein Group exited Respondent No.2 by selling its 64.08% stake to Respondent No.1 for approximately Rs. 1.2 crores. Consequently, Respondent No.2 became a wholly owned subsidiary of Respondent No.1.

6. On the same date i.e. 06.05.2016, Appellant No.1 entered into arrangements for acquisition of the entire shareholding of Respondent No.1 in two tranches. Pursuant thereto, Respondent Nos.4 and 5 handed over 4,000 equity share certificates of Respondent No.1 along with signed share transfer forms (SH-4) in favour of Appellant No.1. The Appellant No.1 agreed to undertake the responsibility of all present and future liabilities of Respondent No.2 by entering into Side Letter dated 06.05.2016. Appellant No.2 was inducted into the board of Respondent No.2 as an Additional Director on 23.05.2016, and his appointment was confirmed at the Annual General Meeting held on 30.09.2016.

7. It is *inter alia* the case of Appellants that between 2016 and 2019, the project is stated to have been revived under the management of Appellant No.2. Statutory approvals were obtained, encumbrances were cleared, slum rehabilitation buildings were constructed, and the loan availed from IIFL was fully repaid by 31.03.2018. Respondent No.2 entered into a

Joint Development Agreement with Respondent No.11, Spenta Suncity Private Limited in May 2016, which was subsequently terminated by mutual consent on 10.12.2019.

8. The Appellants claim that between December 2019 and January 2021, associate entities of the Appellants infused approximately Rs. 55 crores into Respondent No.2. During this period, further regulatory approvals were obtained, and the project value is stated to have significantly appreciated. It is alleged that during the same period, Respondent No.3 was facing acute personal financial distress owing to defaults exceeding Rs. 73 crores in another venture, resulting in restraint orders passed by the Bombay High Court on 10.12.2020.
9. On 01.02.2021, the Appellant No.1 received a notice of default from IDBI Trusteeship claiming that Spenta Suncity Private Limited had obtained a loan of Rs. 240 crores from IDBI Trusteeship and 39,73,636 shares of Respondent No.2 were pledged for the said loan.

The Appellants contended that the pledge was only for 100,000 shares which is only 3% of shares of Respondent No.2. On 12.02.2021, notice of sale was issued by IDBI Trusteeship.

10. On 01.03.2021, Appellant No.2 claims to have discovered that a revised Form MGT-7 for the financial year 2017-18 had been filed by Respondent No.1, whereby the entire 40% shareholding of Appellant No.1 was removed, reflecting Respondent Nos.4 and 5 as the sole shareholders. Along with this revised form was annexed a clarificatory note alleging that name of Appellant No.1 was erroneously shown in earlier annual returns filed on 27.01.2021. The revised filing bore a digital signature timestamp dated 01.03.2021, though it purported to relate back to 05.09.2018.
11. On 11.03.2021, Appellant No.2 received an intimation from the Registrar of Companies regarding the filing of DIR-12 forms reflecting the appointment of Respondent Nos.6 and 7 as Additional Directors of Respondent No.2,

purportedly pursuant to an Extraordinary General Meeting (“EGM”) dated 24.02.2021. Appellant No.2 asserted that no notice of such meeting was ever served, no board meeting was held to convene the EGM, and the statutory requirements under Section 100 of the Companies Act, 2013 were not complied with.

12. On 08.04.2021, the Registrar of Companies alerted Appellant No.2 regarding an attempt to file DIR-12 forms showing his removal as Director of Respondent No.2, purportedly pursuant to an EGM dated 13.03.2021. The said filing was rejected by the Registrar on account of deficiencies.
13. On 04.05.2021, the Appellants instituted Company Petition No.159(MB) of 2021 (“Company Petition”) before the NCLT, Mumbai Bench, under Sections 241, 242, 244 and 59 of the Companies Act, 2013, alleging oppression and mismanagement, fabrication of statutory filings, illegal induction of directors, and imminent stripping of assets. Interim reliefs

were sought to restrain further alienation of assets and changes in management.

14. The NCLT, by an order dated 29.07.2021 declined to grant interim relief, observing that it was not inclined to pass any interim orders at that stage.
15. Aggrieved thereby, the Appellants preferred Company Appeal (AT) No.104 of 2021 before the NCLAT on 02.09.2021. During the pendency of the appeal, it is alleged that Respondent No.2 executed a conveyance deed dated 08.09.2021 in favour of Spenta Suncity Private Limited in respect of the entire project land, followed by execution of an Indenture of Mortgage dated 09.09.2021 securing a loan of Rs. 525 crores availed by Spenta.
16. On 22.10.2021, the NCLAT passed an interim order directing the parties not to take any “perceptive steps” in the subject matter. Despite the said order, further actions were alleged to have been taken to transfer

development rights and alter the management structure of Respondent No.2.

17. On 11.01.2022, the Appellants filed Contempt Case (AT) No.02 of 2022 before the NCLAT alleging willful disobedience of the interim orders. On 22.07.2022, the NCLAT strengthened the interim protection by directing maintenance of status quo and restraining transfer of redevelopment rights.
18. Ultimately by impugned order dt. 11.10.2022, the NCLAT set aside the NCLT's order dated 29.07.2021 and remanded the matter for fresh consideration. However, interim protection was confined to a restraint against "perceptive steps" for a further period of one month, and the contempt proceedings were directed to be heard by the NCLT.
19. In these circumstances, the Appellants have approached this Court, contending that unless status quo ante is restored and meaningful interim protection is granted, Respondent Nos.1 and 2 would stand reduced to shell companies.

20. On perusal of the material produced on record it is to be noted that the present appeals arise at an interlocutory stage, the substantive Company Petition instituted by the Appellants under Sections 241, 242, 244 and 59 of the Companies Act, 2013 remains pending consideration before the NCLT, Mumbai Bench. The controversy before this Court, therefore, is confined to the nature and scope of interim protection necessary to preserve the subject matter of the dispute until the adjudication of the main proceedings.
21. It is in this context that the sequence of orders passed by this Court during the pendency of the present proceedings assumes relevance.
22. By order dated 16.12.2022, while entertaining the present Appeals, this Court granted interim relief in terms of clause (vi) of paragraph 17 of the impugned order effectively extending the direction to the parties to not take any “perceptive steps” in the subject matter. At the same time, it was clarified that the proceedings

before the NCLT would continue and that there was no stay of the Company Petition pending before it. The purpose of the interim arrangement was, therefore, to ensure that the subject matter of the dispute remained protected while permitting the statutory forum to proceed with the adjudication of the petition.

23. Subsequently, developments were brought to the notice of this Court indicating that Spenta Suncity Private Limited, in whose favour the project land had been conveyed, had been admitted into corporate insolvency resolution process under Section 7 of the Insolvency and Bankruptcy Code, 2016 on 10.07.2024, and that an Interim Resolution Professional (“IRP”) had been appointed. In view of these developments, this Court by order dated 15.07.2024, after impleading the concerned entity through its IRP as Respondent No.11, directed that no construction be carried out on the property which forms the subject matter of the present proceedings. The restraint was intended to ensure that no irreversible changes

were made to the project land while the dispute regarding the underlying corporate control and transactions remained unresolved.

24. Thereafter, certain applications were moved before this Court placing on record photographs depicting excavation pits and expressing apprehension regarding the safety of adjoining structures. In order to ascertain the factual position, this Court by order dated 14.10.2024 directed the concerned officer of the Slum Rehabilitation Authority (SRA) to inspect the site and inform the Court regarding the measures, if any, required to be taken for protecting the adjacent buildings. While issuing the said direction, this Court clarified that any such measures were to be short of permitting construction of the rehabilitation building.
25. Pursuant thereto, and only with a view to safeguarding the structural stability of the neighbouring buildings, this Court by order dated 25.10.2024 permitted to undertake limited protective works, namely the laying of

foundation in the excavated pits, construction of retaining walls, backfilling and necessary barricading of the adjoining area. The permission was expressly made subject to obtaining approvals from the competent authorities, and it was further clarified that the grant of such limited permission would not create any equity in favour of the applicant.

26. During the pendency of these Appeals, the Appellants have also instituted Contempt Petition (C) Nos.616–617 of 2023 and Contempt Petition (C) Nos.641–642 of 2025, alleging violation of the interim directions issued by this Court, including allegations that certain construction activities, registration of the project with regulatory authorities and marketing of units to prospective purchasers were undertaken despite the restraint orders. The Respondents have disputed these allegations. The said allegations have been controverted by the Respondents and remaining matters require factual determination.

27. At this stage, we do not consider it necessary to enter into the merits of the allegations raised in the contempt petitions. Suffice it to observe that the project land constitutes the principal asset connected with the dispute between the parties, and the Company Petition raising allegations of oppression and mismanagement continues to remain pending before the NCLT, Mumbai Bench. In such circumstances, the paramount consideration is to ensure that the subject matter of the proceedings is preserved until the competent forum adjudicates the dispute.
28. Having regard to the sequence of orders passed by this Court and the limited nature of the dispute presently before us, we are of the considered view that the interim arrangement which has been operating pursuant to the earlier orders of this Court ought to continue until the competent forum finally adjudicates the underlying controversy.
29. Accordingly, it is directed that the parties shall maintain status quo in terms of the earlier

orders passed by this Court, and no steps shall be taken which would alter the nature of the property or create further third-party interests therein. The impugned order dated 11.10.2022 passed by the NCLAT is modified in above terms and shall continue to operate till the disposal of the Company Petition.

30. We, therefore, direct the NCLT, Mumbai Bench to proceed with the pending matters between the parties to the *lis* making an endeavour to decide the same expeditiously. Parties to these appeals are directed to appear before National Company Law Tribunal, Mumbai Bench on 19.03.2026. The Company Petition No.159(MB) of 2021, in particular, shall preferably be decided within a period of two months from the date of appearance of the parties. All contentions of the parties on merits are left open to be considered by the NCLT.
31. These Appeals and Contempt Petitions stand disposed of in the above terms.

32. Before parting, we make it clear that in the light of the above order passed by us, any observations made in the Appeals, and the contempt proceedings, shall not be taken as expression of opinion on merits relating to assertions/counter-assertions made by the parties.
33. Pending application(s), if any, also stands disposed of.
34. Copy of this order be forthwith conveyed to National Company Law Appellate Tribunal, New Delhi and National Company Law Tribunal, Mumbai Bench for information and compliance.

.....**J.**
[DIPANKAR DATTA]

.....**J.**
[AUGUSTINE GEORGE MASIH]

NEW DELHI;
MARCH 11, 2026.