* IN THE HIGH COURT OF DELHI AT NEW DELHI

Reserved on: July 31, 2026

% *Pronounced on: August 13, 2026*

CNR No. DLHC010310902022

+ **CRL.M.C. 3877/2022, CRL.M.A. 16161/2022**

ACHIN KUMAR ROY **...Petitioner**

Through: Mr. Ajayinder Sangwan, Mr. Pradeep Kr. Sharma, Mr. Arun Rathi, Mr. V. P. Singh and Mr. Mr. Siddharth Gill, Mr. Summinder Paswan and Mr. Mahik Verma, Advs.

Versus

BAJAJ FINANCE LTD. **...Respondent**

Through: Mr. Kush Gupta, Adv.

CNR No. DLHC010310912022

+ **CRL.M.C. 3878/2022, CRL.M.A. 16163/2022**

ACHIN KUMAR ROY **.....Petitioner**

Through: Mr. Ajayinder Sangwan, Mr. Pradeep Kr. Sharma, Mr. Arun Rathi, Mr. V. P. Singh and Mr. Mr. Siddharth Gill, Mr. Summinder Paswan and Mr. Mahik Verma, Advs.

Versus

BAJAJ FINANCE LTD. **.....Respondent**

Through: Mr. Kush Gupta, Adv.

CNR No. DLHC010312372022

CRL.M.C. 3894/2022

ACHIN KUMAR ROY **.....Petitioner**

Through: Mr. Ajayinder Sangwan, Mr. Pradeep Kr. Sharma, Mr. Arun Rathi, Mr. V. P. Singh and Mr. Mr.

Siddharth Gill, Mr. Summinder Paswan and Mr. Mahik Verma, Advs.

Versus

BAJAJ FINANCE LTD. **.....Respondent**

Through: Mr. Kush Gupta, Adv.

\# **CNR No. DLHC010312822022**

CRL.M.C. 3919/2022, CRL.M.A. 16288/2022

ACHIN KUMAR ROY **.....Petitioner**

Through: Mr. Ajayinder Sangwan, Mr. Pradeep Kr. Sharma, Mr. Arun Rathi, Mr. V. P. Singh and Mr. Mr. Siddharth Gill, Mr. Summinder Paswan and Mr. Mahik Verma, Advs.

Versus

BAJAJ FINANCE LTD. **.....Respondent**

Through: Mr. Kush Gupta, Adv.

CORAM:
HON'BLE MR. JUSTICE SAURABH BANERJEE

J U D G M E N T

1. By virtue of the present petitions under *Section 482* of the Code of Criminal Procedure, 1973[1], the petitioner seeks setting aside of the two summoning orders both dated 29.05.2019 and two summoning orders both dated 23.04.2019[2] passed by the learned MM, Dwarka Courts, Delhi[3] in CC Nos.18725, 18727, 13868 and 13869 of 2019 respectively filed by the respondent under *Sections 138/141/142* of the Negotiable Instruments Act, 1881[4].

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[1] Hereinafter referred to as '***Cr.P.C.***'
[2] Hereinafter referred to as '***impugned orders***'
[3] Hereinafter referred to as '***Trial Court***'
[4] Hereinafter referred to as '***NI Act***'

2. *Succinctly put*, the respondent filed the aforesaid complaints stating that pursuant to one '*Amendatory Loan Agreement-Short Term Loan*' dated 12.12.2018[5], the company Leel Electricals Limited/ accused no.1[6] issued *two* cheques bearing nos.972039 and 9720340 dated 24.03.2019 and 25.03.2019 respectively, for an amount of *Rs.1,00,00,000/-* each; *two* cheques bearing nos.972041 and 97042 dated 26.03.2019 and 28.03.2019 for an amount of *Rs.50,00,000/-* each and cheque bearing no.972043 dated 29.03.2019 for an amount of *Rs.20,00,000/-*; *two* cheques bearing nos.972035 and 972036 dated 24.02.2019 and 26.02.2019 for an amount of *Rs.50,00,000/-* and *Rs.1,00,00,000/-* respectively; *two* cheques bearing nos.972037 and 972038 dated 27.02.2019 and 28.02.2019 respectively, for an amount of *Rs.1,00,00,000/-* each[7], all signed by the accused nos.4 and 11 in favour of the respondent, however, all the cheques were dishonoured on 30.03.2019, 26.02.2019, 28.02.2019 and 01.03.2019, each with the remark '*Funds Insufficient*'. As such, the respondent issued two Legal Notices dated 20.03.2019 and 13.04.2019 to the accused company and other persons including the petitioner herein, and thereafter filed the aforesaid complaints arraying the petitioner as accused no.3 in all of them. After tendering pre-summoning evidence, the learned Trial Court issued summons to the petitioner *vide* the impugned orders.

3. Learned counsel for petitioner primarily submitted before this Court that the petitioner has been wrongly summoned in the complaints filed by the respondent, particularly, since he had resigned from the accused company on 08.01.2019, i.e. much prior to even issuance of the cheques. In

[5] Hereinafter referred to as '***Agreement***'
[6] Hereinafter referred to as '***accused company***'
[7] Hereinafter referred to as '***cheques***'

support thereof, learned counsel drew attention of this Court to the certified copy of Form DIR-12 under *Section 168* of the Companies Act, 2013[8] filed before the Ministry of Corporate Affairs[9] *qua* the petitioner showing cessation of the petitioner's directorship/ employment with the accused company with effect from 08.01.2019. Further, pursuant to order dated 17.09.2024 passed by this Court, the petitioner also filed Letter dated 25.11.2024 issued to him by the Assistant Registrar of Companies, Uttar Pradesh, Kanpur as proof of date of uploading of the said Form DIR-12 being 25.01.2019, which was also approved on the same day.

4. Learned counsel further submitted that even prior to his resignation, the petitioner was only looking after the AC manufacturing plant located in Uttarakhand and Himachal Pradesh, and being a salaried Director had nothing to do with the day-to-day affairs of the company, as also neither the Agreement nor the cheques were signed by him. Relying upon ***S.M.S. Pharmaceuticals Ltd. vs. Neeta Bhalla & Anr.***[10], ***National Small Industries Corporation Ltd. vs. Harmeet Singh Paintal & Anr.***[11] and ***Central Bank of India vs. Asian Global Ltd. & Ors.***[12], he submitted that aside from bald assertions, there were no specific averments against the petitioner in the complaints, therefore, he could not have been summoned.

5. Lastly, relying upon ***Prashant Bharti vs. State of NCT of Delhi***[13] and ***Dayle De'souza vs. Government of India & Anr.***[14], learned counsel submitted that though initiation of prosecution and summoning of an

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[8] Hereinafter referred to as '***Companies Act***'
[9] Hereinafter referred to as '***MCA***'
[10] 2005 SCC OnLine SC 1363
[11] (2010) 3 SCC 330
[12] 2010 SCC OnLine SC 678
[13] 2013 SCC OnLine SC 85
[14] 2021 SCC OnLine SC 1012

accused have serious consequences, the impugned order has been passed without any application of mind, and this Court ought to exercise the powers under *Section 482* Cr.P.C. to quash the same.

6. *Per contra*, learned counsel for respondent submitted that the impugned orders do not suffer from any error(s) as all the statutory requirements and timelines were satisfied by the respondent, hence, summons have rightly been issued in the complaints. Further, since the petitioner was a '*Whole Time Director*' in the accused company, he was in charge of decision making therein, therefore, had a role to play in the facts leading to the complaints. Referring to *Section 141* NI Act, he submitted that since the cheques were issued by a company, vicarious liability thereunder would be attracted, and as such, the present petitions are liable to be dismissed.

7. This Court has heard learned counsels for the parties as also carefully perused the documents on record as also the judgments cited at Bar.

8. When it comes to offences under the NI Act, including *Section 138* thereof whereunder the complaints in the present case have been filed, *Section 141*[15] is the governing provision *qua* offences committed by companies.

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[15] ***Section 141. Offences by companies.*** *(1) If the person committing an offence under section 138 is a company, every person who, at the time the offence was committed, was in charge of, and was responsible to, the company for the conduct of the business of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly:*
Provided that nothing contained in this sub-section shall render any person liable to punishment if he proves that the offence was committed without his knowledge, or that he had exercised all due diligence to prevent the commission of such offence:
[***]
(2) Notwithstanding anything contained in sub-section (1), where any offence under this Act has been committed by a company and it is proved that the offence has been committed with the consent or connivance of, or is attributable to, any neglect on the part of, any director, manager, secretary or other officer of the company, such director, manager, secretary or

9. The parameters, scope and extent of the liability of individuals thereunder has been crystallised by the Hon'ble Supreme Court in a catena of pronouncements, starting from ***S.M.S. Pharmaceuticals Ltd. (supra)***, and reiterated time and again, and as recently as in ***Saroj Pandey vs. Govt. of NCT of Delhi & Ors.***[16]. It is by now well-settled that the NI Act being a penal statute, there is no deemed vicarious liability under *Section 141*, and in order to bring an individual within the ambit of being '*…in charge of…*' and who is '*…responsible for…*' the '*…conduct of the business of the company…*', or to show his '*…consent or connivance…* ', or '*…neglect…*' therein, a specific assertion to that effect in the complaint *qua* the precise role of the individual at the time of commission of such offence is an essential requirement. Mere statements/ bald assertions that an individual, who is a Director, and/ or who was in charge of and responsible for the business of the company *sans* anything precise have repeatedly been held insufficient for issuance of summons against such individual, especially since there is no presumption that such individual was involved in every transaction of such a company. At the end of the day, issuance of summons is a serious process setting a criminal proceeding in motion.

10. At the outset, a plain reading of the complaints involved in the present petitions as a whole(s) reveals that there is no whisper of any specific averment(s) against the petitioner herein as to how he was in charge of and/ or responsible for the business of the accused company at the time of commission of the offence(s) therein, nor are there any other

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other officer shall also be deemed to be guilty of that offence and shall be liable to be proceeded against and punished accordingly.
[***]

[16] 2026 SCC OnLine SC 537

specific allegation(s) pertaining to him therein. In fact, barring *simpliciter* statement(s) of a general nature against the petitioner, the whole complaints are utterly silent *qua* him. Moreover, it is also an admitted position that not even one of the cheques were signed by the petitioner.

11. The above evidently fall short of the requirement of specific averments in the complaints under *Section 138* NI Act before a Court of law to invoke *Section 141* against the petitioner, particularly, in view of what has been clearly laid down by the Hon'ble Supreme Court repeatedly and enumerated hereinabove in ***S.M.S. Pharmaceuticals Ltd. (supra)***, ***National Small Industries Corporation Ltd. (supra)***, ***Central Bank of India (supra)*** and ***Saroj Pandey (supra)***.

12. The facts herein further reveal that the petitioner has been able to produce a statutory document in the nature of Form DIR-12 under the Companies Act, backed up with a letter dated 25.11.2024 issued from the MCA, as sterling proof to incontrovertibly demonstrate that he had, in fact, ceased to be a Director of the accused company with effect from 08.01.2019, i.e. roughly *two months* prior to the time of issuance of the cheques as well as their dishonouring. Interestingly, though the petitioner herein had appended the same along with his reply dated 16.04.2019 in response to the Legal Notice(s) issued by the respondent even prior to filing of the complaint before the learned Trial Court, there is a complete lull about the same in the said complaint. In fact, same is the position in reply to the present petitions before this Court as well.

13. Bearing the aforesaid in mind, as also since it is no longer *res integra* that an individual like the petitioner herein, who had already resigned from the accused company even before issuance of the cheques, cannot be held

liable under *Section 141* NI Act for offences under *Section 138* [***Pooja Ravinder Devidasani vs. State of Maharashtra & Anr.***[17] ***Gunmala Sales (P) Ltd. vs. Anu Mehta***[18]], there is no reason for the complaints made by the respondent to continue against the petitioner herein.

14. In view of the afore-going, the present is a fit case to invoke the inherent powers of this Court under *Section 482* Cr.P.C., as continuance of the proceedings *qua* the petitioner would be wholly vexatious. At the end of the day, it is trite that issuance of summons is a serious process which ought not to be undertaken mechanically, routinely and without any application of mind, and in such cases, this Court is called upon to prevent abuse of the process of law and to secure the ends of justice [***Pooja Ravinder Devidasani (supra)***, ***Saroj Pandey (supra)***].

15. Accordingly, the present petitions are allowed and the impugned orders are set aside *qua* the petitioner herein. Resultantly, CC Nos.18725, 18727, 13868 and 13869 of 2019 filed by the respondent are also quashed *qua* the petitioner.

16. The present petitions along with the pending application(s) are accordingly disposed of.

SAURABH BANERJEE, J.

AUGUST 13, 2026/*bh/RS*

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[17] 2014 SCC OnLine SC 1020
[18] (2015) 1 SCC 103