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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

% ***Date of Decision: December 09, 2025***

\+ **W.P.(CRL) 2103/2022 & CRL.M.A. 18123/2022**

PRADEEP KUMAR JAIN .....Petitioner

Through: Mr. Aslam Ahmed, Ms. Shabiesta Nabi, Mr. Rohit Jain & Mr. Abhishek Dwivedi, Advs.

versus

REGISTRAR OF COMPANIES THROUGH ASSISTANT REGISTRAR OF COMPANIES .....Respondent

Through: Ms. Arunima Dwivedi, CGSC with Ms. Monalisa Pradhan & Ms. Priya Khurana, Advs.

CORAM:
HON'BLE MR. JUSTICE AMIT MAHAJAN

AMIT MAHAJAN, J. (*Oral*)

1. The present petition is filed challenging the judgment dated 19.04.2022 ('**impugned order**') passed by the learned Additional Sessions Judge in Criminal Appeal No. 39/2019 and judgment dated 21.12.2018 passed by the learned Magistrate in CC No. 12080/2017.

2. By the order dated 21.12.2018, the petitioner was convicted for the offence under Section 165(6) for contravention of Section 165(3) of the Companies Act, 2013 (hereafter '**the Act**').

3. Aggrieved by the aforesaid order, the petitioner filed an

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appeal before the learned Sessions Court and the same was dismissed by the impugned order.

4. Briefly stated, the subject complaint was filed by the RoC, Delhi against the petitioner for the offence punishable under Section 165(6) of the Act alleging that he was holding the position of Director in more than 20 companies at the same time.

5. It is alleged that the petitioner at the time of filing of the complaint, was a director in 22 companies even after one year of commencement of the Companies Act, 2013 and, therefore, violated the provisions of Section 165(3) of the Act.

6. Concededly, another complaint was also filed against the petitioner before the learned Special Court in Bangalore, Karnataka at the instance of RoC, Karnataka since one of the companies where the petitioner was director, had a registered office in Karnataka.

7. It is the case of the petitioner that he had already resigned from his position as director of five companies before the commencement of provisions of Section 165(3) of the Act and, therefore, no liability could be attributed to him.

8. The learned Special Court in Karnataka, after hearing the arguments advanced on behalf of RoC, Karnataka as well as the petitioner held that the documents produced by the petitioner disclosed that he had submitted the resignation from being director of five companies *vide* letters dated 24.03.2014.

9. The Court noted that the documents on record disclose that the companies intimated the resignation after the cut-off date.

10. It was held that the intimation to the RoC is required only

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if the procedure as contemplated under Section 165(3)(a) of the Act is followed and there is, otherwise, no need of such intimation.

11. It was also held that in terms of Section 165(4) of the Act, the resignation becomes effective immediately on the dispatch of the same to the company concerned and not on its acceptance by the Board of Directors or its intimation to the RoC.

12. The learned Special Court relied upon the judgment passed by the Bombay High Court in ***Saumil Dilip Mehta V. State of Maharashtra & Ors.* : AIR 2002 Bombay 194** where it was held that a director of a public limited or private limited company can tender his resignation unilaterally without sending a notice to the RoC and the same is the duty of the Company Secretary.

13. It was, thus, held *vide* order dated 24.01.2019 that the complainant, RoC, has failed to prove that the petitioner has committed the offence under Section 165(6) of the Act.

14. The said order passed by the learned Special Court has not been challenged by the respondent department and has attained finality. Once the respondent department has failed to challenge the findings of the Special Court, a different stand cannot be taken by the respondent department in the present case.

15. Thus, the fact that the petitioner had resigned from being director of the five companies is an established fact and also accepted by the respondent department.

16. In such circumstances, the petitioner cannot be said to be holding the post of director in more than 20 companies at the time of filing of the complaint.

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17. In view of the above, the present petition is allowed.

18. The learned counsel for the petitioner, on instructions, states that he is not insisting on the refund of the penalty paid to the respondent department.

19. The learned counsel for the petitioner further submits that he will take steps for updating the records in regard to the petitioner's resignation as a director, if not already done, within a period of four weeks.

AMIT MAHAJAN, J

DECEMBER 9, 2025
"SS"

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