



2025:DHC:6744



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\* **IN THE HIGH COURT OF DELHI AT NEW DELHI**% *Judgment delivered on: 12.08.2025*+ **CRL.M.C. 299/2025**

DINESH GUPTA

.....Petitioner

Through: Mr. Sunil Choudhary and Mr.  
Praveen Singh, Advocates

versus

HT MEDIA LIMITED &amp; ANR.

.....Respondents

Through: Mr. Amit Bajaj, Advocate

+ **CRL.M.C. 303/2025**

DINESH GUPTA

.....Petitioner

Through: Mr. Sunil Choudhary and Mr.  
Praveen Singh, Advocates

versus

HINDUSTAN MEDIA VENTURES LIMITED  
& ANR.

.....Respondents

Through: Mr. Amit Bajaj, Advocate

**CORAM:****HON'BLE DR. JUSTICE SWARANA KANTA SHARMA****JUDGMENT****DR. SWARANA KANTA SHARMA, J**

1. By way of these petitions, the petitioner is seeking quashing of Criminal Complaint Nos. 3653/2022 and 3654/2022, filed under Section 138/141 of the Negotiable Instruments Act, 1881 [hereafter



2025:DHC:6744



‘NI Act’], by the respondent no. 1, which are pending before learned JMFC-03, New Delhi, Patiala House Court, Delhi [hereafter ‘Magistrate’], and for setting aside of summoning orders dated 02.05.2022, passed in the aforesaid cases, and the proceedings thereunder *qua* the petitioner herein.

2. Brief facts of the case, as borne out of the complaint i.e. CC No. 3653/2022, titled “HT Media Ltd. v. PG Advertising Pvt. Ltd.” are that the complainant HT Media Ltd. was engaged in the business of printing and publication of newspapers including Hindustan Times and Mint; creating, developing and maintaining online portals; broadcasting FM Radio in Delhi and Mumbai. It was alleged that accused no. 1 i.e. PG Advertising Pvt. Ltd. (accredited with INS - Indian Newspaper Society) had approached the complainant through its Directors/representatives and sought the services of the complainant for publishing advertisements for their clients in the publications of the complainant. Swayed by the representation and assurances of the accused persons, the complainant had agreed to provide services to the accused persons and published advertisements for their clients. It is alleged that the accused persons failed to comply with their obligations and undertakings and failed to clear the invoices of the complainant and a principal amount of Rs. 2,27,06,941/- was payable by the accused persons to the complainant. It is alleged that in partial discharge of its liability, the accused had issued cheque no. 011015 for an amount of Rs. 65,12,936/-, dated 29.02.2020, drawn on Standard Chartered Bank, WEA Karol Bagh,



2025:DHC:6744



Delhi having account no. 52905083659, in favour of the complainant, and had assured the complainant that the said cheque would be honoured on its presentation. However, upon being presented for encashment with its banker i.e. Citibank, Connaught Circus, New Delhi-110001 for encashment, the aforesaid cheque was returned dishonoured with the remarks 'Funds Insufficient' *vide* returning memo dated 04.03.2020. Eventually, after service of legal notice to the accused persons, the present complaint was filed under Section 138/141 of NI Act.

3. Similarly, in CC No. 3654/2022, titled "Hindustan Media Ventures Ltd. v. PG Advertising Pvt. Ltd.", it is averred that the complainant is engaged in the business of publishing various newspapers, periodicals including Hindustan (Hindi), Nandan, Kadambini and other literary and print publications. It is alleged that accused no. 1 i.e. PG Advertising Pvt. Ltd. had approached the complainant through its Directors/representatives and sought its services. Eventually, a principal amount of Rs. 43,28,025/- was payable by the accused persons to the complainant. In partial discharge of its liability, the accused had issued cheque no. 011016 for an amount of Rs. 22,31,023/-, dated 29.02.2020, drawn on Standard Chartered Bank, WEA Karol Bagh, Delhi having account no. 52905083659, in favour of the complainant, and had assured the complainant that the said cheque would be honoured on its presentation. However, upon being presented for encashment with its banker i.e. HDFC Bank, K.G. Marg, New Delhi, for encashment, the



2025:DHC:6744



aforesaid cheque was returned dishonoured with the remarks 'Funds Insufficient' *vide* returning memo dated 05.03.2020. Eventually, after service of legal notice to the accused persons, the present complaint was filed under Section 138/141 of NI Act.

4. By way of impugned summoning order dated 02.05.2022, the learned Magistrate was pleased to issue summons to the accused persons, i.e. accused no. 1 – PG Advertising Pvt. Ltd., and accused no. 2 – Mr. Dinesh Gupta (the petitioner), while the accused no. 3 was dropped as an accused on the basis of the statement made by the complainant in this regard.

5. The petitioner (accused no. 2 – Mr. Dinesh Gupta) has assailed the impugned summoning order and sought quashing of the complaint case *qua* him. It is argued by the learned counsel appearing for the petitioner that it has not been specifically averred in the complaint as to what in manner, the petitioner herein was in charge of and responsible to the accused company for its day-to-day affairs, except the fact that petitioner is the director of the accused company. It is also stated that he is neither the signatory nor the representative of the accused company in any manner. It is also argued that the accused company i.e. PG Advertising Pvt. Ltd. is now under Corporate Insolvency Resolution Process (CIRP) and interim resolution professional has also been appointed by the NCLT, Delhi. It is also stated that no statutory and mandatory legal notice under Section 138 of NI Act was sent to the petitioner. It is contended on behalf of the petitioner that in absence of any specific averments in



2025:DHC:6744



the complaint against the petitioner and the other requirement of Section 138/141 of NI Act also being not fulfilled, the summoning order is liable to be quashed.

6. The learned counsel appearing for the respondent no. 1, on the other hand, argues that the petitioner has deliberately suppressed material facts and has not filed relevant documents with the petitions including documents filed by the respondent no. 1 along with the complaint before the learned Magistrate. It is stated that the petitioner herein is the Director of the respondent no. 2/accused company and MCA data filed with the complaint shows him to be the director since 08.04.2005, which is also the date of incorporation of the accused company. It is argued that the petitioner is in fact the Chairman of the Prabhatam Group. It is further argued that the complainant has filed email exchange from 06.03.2020 to 01.04.2020 alongwith the complaint which refers to the outstanding amounts and return of cheque and a copy has been sent to the petitioner along with the said mails, at the email id: chairman@prabhatamgroup.com. Further, the website of the Prabhatamgroup.com also shows him to be the chairman and mentions the Chairman's message with his name and his photograph. It is contended that there are clear and specific averments in the complaint in terms of Section 141 of NI Act against the petitioner. It is also stated that the petition suffers from gross delay as the summoning order was passed on 02.05.2022, notice was framed on 03.02.2023; however, the present petition was filed only in January 2025. It is also submitted that the petitioner was not



appearing before the learned Magistrate despite issuance of bailable warrants. It is thus prayed that the present petition be dismissed.

7. This Court has **heard** arguments addressed on behalf of both the parties and has perused the material available on record.

8. Having gone through the records of the case, this Court is of the opinion that the respondent no. 1/complainant has made the following averments in the complaint, against the present petitioner (accused no. 2):

“3. That the accused no. 1 is accredited with INS (Indian Newspaper Society) and had approached the complainant through its Directors/ representatives and sought the services of the complainant for publishing advertisements for their clients in the publications of the complainant. That the accused no. 2 & 3 being the directors/ representatives of the accused no. 1 represented themselves to be an agency engaged in the business of advertising and marketing which was professional managed, having a very strong market position and handling prestigious clients. That the accused persons also made, tall claims about their financial soundness and assured the complainant about the timely payments as agreed upon & in terms of invoices raised for the works carried out by the complainant.

4. That swayed by the representation and assurances of the accused persons, the complainant agreed to provide services to the accused persons and published advertisements for their clients. That there was never any issue or objection raised by any of the accused persons in respect of the said publications and the complainant thus became entitled to the payment for the aforesaid services in which regard invoices as per agreed terms were also raised by the complainant.

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10. That the accused no. 1 is a registered company and the accused nos. 2 and 3 are the directors of the said company and are looking after the day to day affairs of the accused no. 1 company. That the accused no. 2 & 3 had approached the complainant for and on behalf of the accused no. 1 and have dealt with the complainant in this regard. That the accused no. 2 and 3 are thus jointly and



2025:DHC:6744



severally liable along with accused no. 1 company.”

9. A perusal of the contents of the complaints shows that the specific averments have been made in respect of the petitioner in both the complaints, that he was responsible for day-to-day affairs of the accused company. The complainant had also filed the MCA data alongwith the complaints, which clearly shows him as the Director of the accused company since its incorporation i.e. 08.04.2005, which has not been disputed by the petitioner herein. The relevant portion of the said MCA record is set out below:

Directors/Signatory Details				
DIN/PAN	Name	Begin date	End date	Surrendered DIN
00030208	DINESH GUPTA	08/04/2005	-	
08463102	SANJAY NAYAK	21/12/2020	-	

10. The complainant has also filed on record the e-mails wherein there are promises of repayment of the money as well as information regarding the cheques being dishonoured, and the said emails were also addressed to the Chairman of the Prabhatam Group (the parent company). The respondent no. 1 has also shown that the website of the company (Prabhatamgroup.com) also shows the petitioner as its Chairman and has published his photograph along with a message on behalf of the company.

11. On the other hand, the petitioner herein has not been able to bring on record any material to show that he was not the Director or in-charge of the day-to-day functioning of the accused company. At this juncture, it is pertinent to also take note of the decision of



Hon'ble Supreme Court in case of *S.P. Mani and Mohan Dairy v. Dr. Snehalatha Elangovan*: (2023) 10 SCC 685. The relevant observations are extracted hereunder:

“42. Thus, the legal principles discernible from the aforesaid decision of this Court may be summarised as under:-

42.1. Vicarious liability can be fastened on those who are in-charge of and responsible to the company or firm for the conduct of its business. For the purpose of Section 141, the firm comes within the ambit of a company;

42.2. **It is not necessary to reproduce the language of Section 141 verbatim in the complaint since the complaint is required to be read as a whole;**

42.3. **If the substance of the allegations made in the complaint fulfil the requirements of Section 141, the complaint has to proceed in regards the law.**

42.4. **In construing a complaint a hyper-technical approach should not be adopted so as to quash the same.**

42.5. The laudable object of preventing bouncing of cheques and sustaining the credibility of commercial transactions resulting in the enactment of Sections 138 and 141 respectively should be kept in mind by the Court concerned.

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42.7. **The power of quashing should be exercised very sparingly** and where, read as a whole, the factual foundation for the offence has been laid in the complaint, it should not be quashed.

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58. Our final conclusions may be summarised as under:-

58.1. The primary responsibility of the complainant is to make specific averments in the complaint so as to make the accused vicariously liable. **For fastening the criminal liability, there is no legal requirement for the complainant to show that the accused partner of the firm was aware about each and every transaction.** On the other hand, the first proviso to sub-section (1) of Section 141 of the Act clearly lays down that if the accused is able to prove to the satisfaction of the Court that the offence was committed without his/her knowledge or





he/she had exercised due diligence to prevent the commission of such offence, he/she will not be liable of punishment.

**58.2. The complainant is supposed to know only generally as to who were in charge of the affairs of the company or firm, as the case may be. The other administrative matters would be within the special knowledge of the company or the firm and those who are in charge of it. In such circumstances, the complainant is expected to allege that the persons named in the complaint are in charge of the affairs of the company/firm. It is only the Directors of the company or the partners of the firm, as the case may be, who have the special knowledge about the role they had played in the company or the partners in a firm to show before the court that at the relevant point of time they were not in charge of the affairs of the company.** Advertence to Sections 138 and Section 141 respectively of the NI Act shows that on the other elements of an offence under Section 138 being satisfied, the burden is on the Board of Directors or the officers in charge of the affairs of the company/partners of a firm to show that they were not liable to be convicted. The existence of any special circumstance that makes them not liable is something that is peculiarly within their knowledge and it is for them to establish at the trial to show that at the relevant time they were not in charge of the affairs of the company or the firm.

**58.3.** Needless to say, the final judgement and order would depend on the evidence adduced. Criminal liability is attracted only on those, who at the time of commission of the offence, were in charge of and were responsible for the conduct of the business of the firm. But vicarious criminal liability can be inferred against the partners of a firm when it is specifically averred in the complaint about the status of the partners 'qua' the firm. This would make them liable to face the prosecution but it does not lead to automatic conviction. Hence, they are not adversely prejudiced if they are eventually found to be not guilty, as a necessary consequence thereof would be acquittal.

**58.4. If any Director wants the process to be quashed by filing a petition under Section 482 of the Code on the ground that only a bald averment is made in the complaint and that he/she is really not concerned with the issuance of the cheque, he/she must in order to persuade the High Court to quash the process either furnish some sterling**



2025:DHC:6744



**incontrovertible material or acceptable circumstances to substantiate his/her contention. He/she must make out a case that making him/her stand the trial would be an abuse of process of Court.”**

(Emphasis added)

12. At a stage of summoning, in this Court’s opinion, there was sufficient material before the learned Magistrate for proceeding against the present petitioner – he being the director of the accused company since its day of incorporation and in light of other material on record, discussed above, reflecting the role of the petitioner in the accused company. Therefore this Court finds no ground to quash the impugned summoning order and complaints cases.

13. The present petitions are accordingly dismissed.

14. It is however clarified that nothing expressed in this judgment shall tantamount to an expression of opinion on the merits of the case.

15. The judgment be uploaded on the website forthwith.

**DR. SWARANA KANTA SHARMA, J**

**AUGUST 12, 2025/ns**