

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE DEVAN RAMACHANDRAN

&

THE HONOURABLE MRS. JUSTICE M.B. SNEHALATHA

FRIDAY, THE 19TH DAY OF DECEMBER 2025 / 28TH AGRAHAYANA, 1947

WA NO. 2023 OF 2024

AGAINST THE JUDGMENT DATED 24.01.2022 IN WP(C) NO.8382 OF
2020 OF HIGH COURT OF KERALA

APPELLANTS/NOT A PARTY TO THE WP:

- 1 BINU SURENDRAN, AGED 48 YEARS
S/O. SURENDRAN K.N FLAT NO. 9, SARIKA - 4, KALASH
UDAYAN, SECTOR 11, PLOT NO 23, KOPAR KHAIRNE,
MAHARASTHRA, PIN - 400709
- 2 SUNILKUMAR S., AGED 46 YEARS
S/O. SUKUMARAN D-BUILDING NO-2, FLAT NO. A-201,
VIHIGHAR, MALAXMI CITY D TYPE BUILDING NO 2A, WING ROOM
NO - 203, VIHIGHAR, RAIGARH, MAHARASHTRA, PIN - 410206

SHRI.MATHEW NEVIN THOMAS
SRI.ARUN THOMAS
SMT.VEENA RAVEENDRAN
SMT.KARTHIKA MARIA
SRI.ANIL SEBASTIAN PULICKEL
SHRI.SHINTO MATHEW ABRAHAM
SHRI.KURIAN ANTONY MATHEW
SMT.LEAH RACHEL NINAN
SHRI.KARTHIK RAJAGOPAL
SHRI.JOE S. ADHIKARAM
SMT.APARNNA S.
SHRI.NOEL NINAN NINAN
SHRI.ADEEN NAZAR

RESPONDENTS/PETITIONERS AND RESPONDENTS:

- 1 V.VIJAYAKUMAR, AGED 67 YEARS
S/O.VELAYUDHAN, VASAVAMANDIRAM, AITHOTTUVA, WEST
KALLADA P.O., KOLLAM DISTRICT SNDP YOGAM MEMBERSHIP
NO.326831., PIN - 691500



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- 2 PATRA RAGHAVAN, AGED 72 YEARS
S/O.T.K.RAGHAVAN, TWINKLE, PATTATHANAM, COLLEGE
JUNCTION, KOLLAM - 690 001 SNDP YOGAM MEMBERSHIP
NO.208648.
- 3 S.N.D.P YOGAM,
REPRESENTED BY ITS GENERAL SECRETARY, OFFICE OF
S.N.D.P.YOGAM, KOLLAM, PIN - 691 001.
- 4 GENERAL SECRETARY, S.N.D.P.YOGAM, OFFICE OF
S.N.D.P.YOGAM, KOLLAM - 691 001.
- 5 UNION OF INDIA,
REPRESENTED BY SECRETARY TO GOVERNMENT, MINISTRY
OF LAW AND COMPANY AFFAIRS, CENTRAL SECRETARIAT,
NEW DELHI - 110 003.
- 6 STATE OF KERALA,
REPRESENTED BY CHIEF SECRETARY, SECRETARIAT,
THIRUVANANTHAPURAM - 695001.
- 7 INSPECTOR GENERAL OF REGISTRATION,
VANCHIYOOR, VANCHIYOOR P.O., THIRUVANANTHAPURAM,
PIN - 695 035.

SHRI.D.ANIL KUMAR
SRI.NEERAJ NARAYAN
SHRI.S.BIJU, SENIOR PANEL COUNSEL
SHRI.R.HARIKRISHNAN (KAMBISSERIL)
SMT.A.S.SALMA
SHRI.ELVIN PETER P.J. (SR.)

THIS WRIT APPEAL HAVING COME UP FOR HEARING ON
19.12.2025, ALONG WITH WA.478/2025, 482/2025 AND CONNECTED
CASES, THE COURT ON THE SAME DAY DELIVERED THE FOLLOWING:



2025:KER:98843

WA NO. 2023 OF 2024 & con.

3

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE DEVAN RAMACHANDRAN

&

THE HONOURABLE MRS. JUSTICE M.B. SNEHALATHA

FRIDAY, THE 19TH DAY OF DECEMBER 2025 / 28TH AGRAHAYANA,

1947

WA NO. 478 OF 2025

AGAINST THE JUDGMENT DATED 24.01.2022 IN WP(C) NO.1385

OF 2021 OF HIGH COURT OF KERALA

APPELLANTS/RESPONDENTS 1 & 2 IN WP(C) :

- 1 ARUVIPURAM S.N.D.P YOGAM
REPRESENTED BY ITS GENERAL SECRETARY, OFFICE OF
S.N.D.P.YOGAM, KOLLAM,, PIN - 691001
 - 2 GENERAL SECRETARY
S.N.D.P.YOGAM, OFFICE OF S.N.D.P.YOGAM, KOLLAM -
691001
- SRI.NEERAJ NARAYAN
SHRI.ELVIN PETER P.J. (SR.)

RESPONDENTS/PETITIONERS 1 & 2/RESPONDENTS 1 TO 3:

- 1 BHAGYADAS. M., AGED 24 YEARS
D/O.MOHANDAS, RESIDING AT SREERAGAM, AITHOTTUVA,
WEST KALLADA P.O., KOLLAM DISTRICT, PIN - 691500
- 2 DHARMAJAN, AGED 55 YEARS
S/O. BHASKARAN, RESIDING AT SREERAGAM',
AITHOTTUVA, WEST KALLADA P.O., KOLLAM DISTRICT,
PIN - 691500



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- 3 UNION OF INDIA
 REPRESENTED BY SECRETARY TO GOVERNMENT, MINISTRY
 OF CORPORATE AFFAIRS, A-WING, SHASTRI BHAWAN,
 RAJENDRA PRASAD ROAD, NEW DELHI, PIN - 110003

- 4 STATE OF KERALA
 REPRESENTED BY CHIEF SECRETARY TO GOVERNMENT,
 SECRETARIAT, THIRUVANANTHAPURAM, PIN - 695001

- 5 INSPECTOR GENERAL OF REGISTRATION
 VANCHIYOOR, VANCHIYOOR P.O., THIRUVANANTHAPURAM -
 695035

 SRI.P.B.SUBRAMANYAN
 SHRI.S.BIJU, SENIOR PANEL COUNSEL
 SRI.SABU GEORGE
 SRI.MANU VYASAN PETER

THIS WRIT APPEAL HAVING COME UP FOR HEARING ON
19.12.2025, ALONG WITH WA.2023/2024 AND CONNECTED CASES, THE
COURT ON THE SAME DAY DELIVERED THE FOLLOWING:



2025:KER:98843

WA NO. 2023 OF 2024 & con.

5

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE DEVAN RAMACHANDRAN

&

THE HONOURABLE MRS. JUSTICE M.B. SNEHALATHA

FRIDAY, THE 19TH DAY OF DECEMBER 2025 / 28TH AGRAHAYANA,

1947

WA NO. 482 OF 2025

AGAINST THE JUDGMENT DATED 24.01.2022 IN WP(C) NO.8382

OF 2020 OF HIGH COURT OF KERALA

APPELLANTS/RESPONDENTS 1 & 2 IN WP(C) :

- 1 ARUVIPURAM S.N.D.P YOGAM
REPRESENTED BY ITS GENERAL SECRETARY, OFFICE OF
S.N.D.P.YOGAM, KOLLAM, PIN - 691001
- 2 GENERAL SECRETARY
S.N.D.P.YOGAM, OFFICE OF S.N.D.P.YOGAM, KOLLAM -
691001

SRI.NEERAJ NARAYAN
SHRI.ELVIN PETER P.J. (SR.)

RESPONDENTS/PETITIONERS AND RESPONDENTS 3 TO 5 :

- 1 V.VIJAYAKUMAR, AGED 67 YEARS
S/O.VELAYUDHAN, VASAVAMANDIRAM, AITHOTTUVA, WEST
KALLADA P.O. KOLLAM DISTRICT SNDP YOGAM MEMBERSHIP
NO.326831, PIN - 691001
- 2 PATRA RAGHAVAN, AGED 72 YEARS, S/O.T.K.RAGHAVAN,



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TWINKLE, PATTATHANAM, COLLEGE JUNCTION, SNDP YOGAM
MEMBERSHIP NO.208648 KOLLAM - 690001

- 3 UNION OF INDIA
REPRESENTED BY SECRETARY TO GOVERNMENT,
MINISTRY OF LAW AND COMPANY AFFAIRS, CENTRAL
SECRETARIAT, NEW DELHI, PIN - 110003
- 4 STATE OF KERALA
REPRESENTED BY CHIEF SECRETARY TO GOVERNMENT,
SECRETARIAT, THIRUVANANTHAPURAM, PIN - 695001
- 5 INSPECTOR GENERAL OF REGISTRATION
VANCHIYOOR, VANCHIYOOR P.O., THIRUVANANTHAPURAM
-695035

SHRI.D.ANIL KUMAR
SHRI.C.DINESH, CGC

THIS WRIT APPEAL HAVING COME UP FOR HEARING ON
19.12.2025, ALONG WITH WA.2023/2024 AND CONNECTED CASES, THE
COURT ON THE SAME DAY DELIVERED THE FOLLOWING:



2025:KER:98843

WA NO. 2023 OF 2024 & con.

7

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR. JUSTICE DEVAN RAMACHANDRAN

&

THE HONOURABLE MRS. JUSTICE M.B. SNEHALATHA

FRIDAY, THE 19TH DAY OF DECEMBER 2025 / 28TH AGRAHAYANA,

1947

WA NO. 2024 OF 2024

AGAINST THE JUDGMENT DATED 24.01.2022 IN WP(C) NO.1385

OF 2021 OF HIGH COURT OF KERALA

APPELLANTS/NOT A PARTY TO THE WRIT PETITION:

- 1 BINU SURENDRAN, AGED 48 YEARS
S/O. SURENDRAN K.N FLAT NO. 9, SARIKA - 4, KALASH
UDAYAN, SECTOR 11, PLOT NO 23, KOPAR KHAIRNE,
MAHARASTHRA, PIN - 400709
- 2 SUNILKUMAR S., AGED 46 YEARS
S/O. SUKUMARAN, D-BUILDING NO-2, FLAT NO. A-201,
VIHIGHAR, MALAXMI CITY D TYPE BUILDING NO 2A, WING
ROOM NO - 203, VIHIGHAR, RAIGARH, MAHARASHTRA, PIN
- 410206

SHRI.MATHEW NEVIN THOMAS
SRI.ARUN THOMAS
SMT.VEENA RAVEENDRAN
SMT.KARTHIKA MARIA
SRI.ANIL SEBASTIAN PULICKEL
SHRI.KURIAN ANTONY MATHEW
SHRI.SHINTO MATHEW ABRAHAM
SHRI.JOE S. ADHIKARAM
SMT.LEAH RACHEL NINAN
SHRI.KARTHIK RAJAGOPAL
SMT.APARNNA S.
SHRI.NOEL NINAN NINAN
SHRI.ADEEN NAZAR



2025:KER:98843

WA NO. 2023 OF 2024 & con.

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RESPONDENTS/PETITIONERS AND RESPONDENTS:

- 1 BHAGYADAS.M., AGED 24 YEARS
DAUGHTER OF MOHAN DAS, RESIDING AT SREERAGAM,
AITHOTTUVA, WEST KALLADA P.O., KOLLAM DISTRICT-691
500.
- 2 DHARMARAJAN, AGED 55 YEARS
SON OF BHASKARAN, RESIDING AT SREERAGAM,
AITHOTTUVA, WEST KALLADA P.O., KOLLAM DISTRICT-691
500.
- 3 ARUVIPURAM S.N.D.P YOGAM
RERESENTED BY ITS GENERAL SECRETARY, OFFICE OF
S.N.D.P YOGAM, KOLLAM-691 001.
- 4 THE GENERAL SECRETARY
ARUVIPURAM S.N.D.P. YOGAM, OFFICE OF S.N.D.P.
YOGAM, KOLLAM-691 001.
- 5 UNION OF INDIA
REPRESENTED BY SECRETARY TO GOVERNMENT, MINISTRY
OF CORPORATE AFFAIRS, A-WING, SHASTRI BHAWAN,
RAJENDRA PRASAD ROAD, NEW DELHI-110001, PIN -
110003
- 6 STATE OF KERALA
REPRESENTED BY CHIEF SECRETARY, SECRETARIAT,
THIRUVANANTHAPURAM-695 001.
- 7 INSPECTOR GENERAL REGISTRATION
VANCHIYOOR, VANCHIYOOR P.O., THIRUVANANTHAPURAM-
695035.

SRI.SABU GEORGE
SRI.NEERAJ NARAYAN
SRI.C.DINESH
SRI.K.P.PRASANTH
SRI.P.B.SUBRAMANYAN
SRI.MANU VYASAN PETER
SMT.B.ANUSREE
SRI.S.V.BALAKRISHNA IYER (SR.)
SRI.V.R.MANORANJAN (MUVATTUPUZHA)



2025:KER:98843

WA NO. 2023 OF 2024 & con.

THIS WRIT APPEAL HAVING COME UP FOR HEARING ON
19.12.2025, ALONG WITH WA.2023/2024 AND CONNECTED CASES, THE
COURT ON THE SAME DAY DELIVERED THE FOLLOWING:



'CR'

JUDGMENT

[WA Nos.2023/2024, 478/2025, 482/2025, 2024/2024]

Devan Ramachandran, J.

Within the labyrinthine pleadings and fasciculous of statutes involved in these cases, rises a short question, whether the “Sree Narayana Dharma Paripalana Yogam” (for short 'the Yogam') is a company operating under the provisions of the Companies Act, 1956 and consequently, under the Companies Act, 2013; or under the provisions of the Kerala Non-Trading Companies Act, 1961 (for short “the Kerala NTC Act”).

2. We propose to be circumspect and brief in our observations and holdings in these appeals; the reason for it to become manifest presently, as we deal with the matter.

3. There are four appeals before us — all impelled against the judgments of a learned Single Judge of this Court, which decided two writ petitions jointly, namely, WP(C) Nos.8382/2020 and 1385/2021.

4. The afore two writ petitions were filed by the members of 'the Yogam', challenging the validity of the order of the Government of India dated 20.08.1974 (for short 'the



impugned order'); while, in one of them, the petitioners also assail Article 44 of the Articles of Association of 'the Yogam'.

5. The projected cause for the writ petitioners, to have approached this Court through the writ petitions, is that, vide the “impugned order”, the Government of India granted exemption to 'the Yogam' from the provisions of Sections 172(2), 219 and Article 14 of Table C of Schedule I of the Companies Act, 1956 (for short '1956 Act'). The effect of this exemption is that every member of 'the Yogam' do not obtain the right to cast their vote in its General Body meetings, but only their representatives would.

6. It is admitted without dispute, that, consequent to 'the impugned order', 'the Yogam' had amended its Articles of Association, bringing in clause 44 thereof; and thus that the right of every member to cast a vote became denuded.

7. The writ petitioners assert that it was incompetent for the Government of India to have issued the “impugned order” because 'the Yogam' stood, at that time, governed by the “Kerala NTC Act”. For this, they point out that 'the Yogam' itself had held over in the past, that it was so governed; and that the Government of India had, consequently, offered approval to it, through their order dated 23.08.2005.



8. The learned Single Judge allowed both the writ petitions, thus quashing 'the impugned order', as also clause 44 of the Articles of Association, holding that 'the Yogam' is governed solely by "the Kerala NTC Act", thus finding that the Government of India did not obtain competence to have issued such order; and axiomatically, that clause 44 of the Articles of Association stood incompetent in law.

9. The appellants in WA No.2024/2024 and 2023/2024, thereupon, filed applications for review of the impugned judgment before the learned Single Judge, accompanied by petitions seeking condonation of delay in filing them. However, the petitions were dismissed, refusing the plea for condonation of the delay; but nevertheless holding that the objects of 'the Yogam' — having been originally registered as "Aruvipuram Sree Narayana Dharma Paripalana Yogam", under Travancore Regulation No.1 of 1063 (hereinafter "Travancore Regulations" for ease) — can only be taken to be confined initially to the Travancore area, and thereafter to the territory of the State of Kerala.

10. Two sets of members of 'the Yogam', as also 'the Yogam', have thus filed the afore four appeals (two by the members and two by 'the Yogam'), calling into question the



correctness of the findings of the learned Single Judge.

11. We have extensively heard Sri.Santhosh Mathew, learned senior counsel, instructed by Sri.Mathew Nevin Thomas appearing for the appellants in WA Nos.2023/2024 and 2024/2024; Sri.Elvin Peter, learned senior counsel, instructed by Sri.C.S.Adarsh Babu — appearing for the appellants in WA Nos.478/2025 and 482/2025; Sri.A.R.L.Sundaresan, learned Additional Solicitor General of India (ASGI), instructed by Sri.S.Biju and Sri.C.Dinesh — learned Senior Central Government Counsel; Sri.S.V.Balakrishnan Iyer, learned senior counsel, instructed by Sri.Sabu George - appearing on behalf of some of the writ petitioners; and Sri.Anil Kumar — learned counsel on behalf of the other writ petitioners.

12. The substratum of the argument of the writ petitioners - which has been approved by the learned Single Judge — is that 'the Yogam', after coming into force of the “Kerala NTC Act” can only be construed to be governed by such and not by the Central Act — be that the Companies Act, 1956, or the Companies Act, 2013.

13. There is an adscititious argument on behalf of the writ petitioners that, even if 'the impugned order' is found to be proper and the Government of India to have had the competence



to issue it at the time it was done, it became untenable and ineffectual on the coming into force of the Companies Act, 2013, because Section 465 thereof provides, *inter alia*, that every order, which is inconsistent with the provisions of the said Act will stand inoperative.

14. We will first deal with the admitted facts, as are germane.

15. The fact that 'the Yogam' was registered under the provisions of Section 26 of the Indian Companies Act, 1882 and pursuant to the "Travancore Regulations" is expressly admitted. Further, that the Memorandum of Association of 'the Yogam' was also so registered, is without contest.

16. The Companies Act, 1956, defines, under Section 3 thereof, that an existing company would be, *inter alia*, one that is registered under the provisions of the Indian Companies Act, 1882. This is not called into question; and is, hence, beyond debate in this case.

17. Indubitably, 'the Yogam' — which, as stated above, was registered under the Companies Act, 1882 — thus came to be, admittedly, within the ambit of the Companies Act, 1956.

18. Subsequently, in the year 1961, the "Kerala NTC Act" came into being. As per the stipulations of the "Kerala NTC



Act”, a company was defined to be one other than a Trading Corporation, with **objects confined to the State of Kerala** and registered under the Companies Act, 1956 (emphasis supplied).

19. It is underpinned on the afore definition, that the controversy in this case finds its genesis in.

20. This is because, the writ petitioners assert that the objects of 'the Yogam' are confined solely to the State of Kerala and that this has been so professed and held out by it itself in earlier proceedings, as also by the Government of India; while, 'the Yogam', as also the Government, takes the specific stand before us that the objects of the company can never be even suggested to be confined to a particular area, much less the territory of Kerala, since the teachings of Sree Narayana Guru are universal and immutable.

21. On this issue, there are certain acme facts, which again, are not greatly in dispute.

22. In the year 2003 or 2004, an attempt was made by certain members of 'the Yogam' to proceed against it under the provisions of Section 399(4) of the Companies Act, 1956, impelling grounds of oppression and mismanagement. But, this was not permitted by the Government of India, saying that the said company fell within the purview of the “Kerala NTC Act”. It



issued its order dated 23.08.2005 [produced as Ext.R5(b) along with in WA No.2024/2024] to such effect; and this was subjected to a challenge by the persons mentioned above, before the Hon'ble High Court of Delhi.

23. Admittedly, the Hon'ble High Court of Delhi delivered judgment on 09.02.2009, setting aside the aforesaid order of the Government of India dated 23.08.2005, adverting to the sweep of the objects of 'the Yogam'; with a consequential direction to the said Government to reconsider the matter and take a decision on the plea before it, to authorise action against the company under Section 399(4) of the Companies Act, 1956.

24. Concededly, no action has been taken by the Government of India on the basis of the directions afore until today; though, Sri.A.R.L.Sundaresan, learned ASGI, concedes that, on 25.04.2023, the Government has issued an order stating that, because the learned Single Judge has delivered the impugned judgment, no further decision can be taken by it.

25. Therefore, as matters now stand, the order of the Government of India, dated 23.08.2005, is no longer in existence — it having been set aside by the Hon'ble High Court of Delhi; while, the former has not taken any decision on the question whether 'the Yogam' is governed by the Companies Act, 1956, or



the Companies Act, 2013, or the “Kerala NTC Act”.

26. In the meanwhile, we are told — which is also admitted — that the Company Law Board, Chennai, had issued certain orders in a petition filed before it — again seeking action against 'the Yogam' for oppression and mismanagement — but which has also been dismissed, singularly relying upon the order of the Government of India, dated 23.08.2005, but without noticing that it had already been set aside by the Hon'ble High Court of Delhi, as mentioned above.

27. Pertinently, the learned senior counsel and the learned counsel on both sides insisted that this Court decide whether the objects of 'the Yogam' are confined to the State of Kerala, or otherwise.

28. Sri.S.V.Balakrishnan Iyer, learned senior counsel and Sri.Anil Kumar, argued that since 'the Yogam' was registered under the “Travancore Regulations”, it is obvious that its objects were then confined to the Princely State of Travancore alone; and that when the State of Kerala was born, it can only be deemed to be within its territorial limits and not beyond.

29. *Au contraire*, Sri.Elvin Peter and Sri.Santhosh Mathew — learned senior counsel appearing for the appellants, argued that, going by the Articles of Association of 'the Yogam',



it becomes ineluctable that its avowed object is to promote spiritual affairs, as also industriousness, of the members of the Ezhava Community, not only within the Aruvipuram area — which was a village in Kerala — but also other places. They argued that since the teachings of Sree Narayana Guru have a universal appeal and since 'the Yogam' was enlivened to promote unity among all classes of people, and not merely those belonging to the Ezhava Community alone; and because its Articles of Association has specifically used the words “and other places” after referring to Aruvipuram, it can only be construed that its objects were never confined to any particular area, much less the old Travancore or even Kerala; but to traverse all boundaries within India and even beyond, if necessary.

30. In fact, Sri.Elvin Peter — learned senior counsel for 'the Yogam', referring to Annexure A5 series produced along with WA No.2024/2024, pointed out that the Units and “Sakhas” of 'the Yogam' are not merely in Kerala, but in every other place in India; and this was strongly affirmed by Sri.Santhosh Mathew, learned senior counsel for the other appellants.

31. Though we have recorded the submissions of the learned senior counsel and the learned counsel for the parties in some detail, we are of the firm view that it will not be prudent for



us to venture into a conclusive assessment *qua* the territorial sweep of the objects of 'the Yogam' because, such issue still remains in the realm of disputed facts. It is well settled that, when there are severe disputations of facts, it would not behoove or permit Courts, acting under Article 226 of the Constitution of India, to enter into the same or speak about it affirmatively. This is more so when, as said above, the Hon'ble High Court of Delhi has already directed the Government of India, by its judgment dated 09.02.2009, to consider the question whether 'the Yogam' is governed by the Companies Act, or by "Kerala NTC Act", after having adverted to the very same controversy regarding its objects and its confines.

32. When we say so, it bears emphasizing that Sree Narayana Guru, often addressed reverentially as "Gurudevan", is an incarnation of God for many among the Ezhava Community, being a saintly, contemplative guru, who imparted wisdom and offered enlightenment to the seekers of truth. His teachings are simple but universal, which forged spiritual, moral and material revolution in Kerala, when it was reeling under the deleterious effects of casteism, exploitation, untouchability and such other. To say that "Gurudevan" was a cosmic figure, whose philosophy and actions exemplify how religion can serve as a transformative



force in human society, is nothing but an understatement because, they underline the constructive potential of religion and spiritualism to promote equality, harmony and enlightenment. The cardinal philosophy of “Gurudevan”: “One Caste, One Religion and One God for humanity”, found full realisation in the whole of Kerala — then riddled with caste based discrimination — thus challenging the *status quo*; and he became a beacon of hope, turning walls into bridges.

33. It does not require us to say — being accepted without exception — that “Gurudevan's” message of universal brotherhood has transcended time and has obliterated all barriers.

34. However, the focal issue before us is not whether the teachings of “Gurudevan” are universal — which undoubtedly are; but whether the objects of 'the Yogam' are confined to the State of Kerala. An assessment and evaluation of this surely would necessitate an in-depth investigation into not only the teachings of “Gurudevan” — which are professed to be propagated by 'the Yogam' — but may also be hinged on its membership demographic, as also the assets it owns and holds — whether it are in Kerala or beyond. We cannot hazard a guess, nor can we make an evaluation; but are of the firm view that



these issues ought to have been left to be decided, at the first instance, by the competent Authority of the Government of India, especially in view of the judgment of the Hon'ble High Court of Delhi dated 09.02.2009.

35. We have been also persuaded to the afore opinion for the singular reason that, if we are to decide on merits *qua* the scope of the object of 'the Yogam' — notwithstanding our unflinching opinion, that it is not for us to do at the first instance — then it would render the judgment of Hon'ble High Court of Delhi, redundant, which we cannot do.

36. That, then brings us to the argument of the writ petitioners that 'the Yogam' and the Government of India are estopped from taking the position that the former is not governed by the “Kerala NTC Act” because, they have earlier held over and affirmed that it is so.

37. We are afraid that we can find no favour to the above contention at all because, when the earlier order of the Government of India, dated 23.08.2005, has already been set aside by the Hon'ble High Court of Delhi, any position or stand hitherto taken or projected by either 'the Yogam', or by the said Government, that 'the Yogam' falls either within the Companies Act, or under the “Kerala NTC Act”, would be now untenable.



38. Interestingly, as earlier recorded, Sri.A.R.L.Sundaresan — learned ASGI, conceded that when the Government of India was approached by certain members of 'the Yogam' in the year 2023, seeking that it issue orders in terms of the directions of the Hon'ble High Court of Delhi, it was refused for the reason that the impugned judgment had been delivered by a learned Judge of this Court.

39. The other extant issue is, if the 'impugned order' would survive the enactment of the Companies Act, 2013, and in particular Section 462 and 465 thereof. It is admitted that both these Sections have been notified and are, therefore, now in force.

40. A quick glance through the Scheme of the Companies Act, 2013, relevant to the issue before us, is necessary. Section 462 of the Act, statutorily stipulates that the Central Government may, in public interest, by notification, direct that any of the provisions of the Act shall not apply to such class or classes of companies. Section 465, thereupon, repeals certain enactments and makes savings, specifically in sub clause 2(a) thereof, that any order, rule, notification etc. issued under the old Act will continue in force as long as it is not inconsistent with the provisions of the new Act.



41. As seen earlier, the pointed argument of the writ petitioners is that, when the above referred Sections of the Companies Act, 2013, do not allow exemption from the provisions of the said Act to a single or particular company — as was earlier permitted by Section 25(6) of the Companies Act, 1956 — but only to a class or classes of companies, the impugned order becomes inoperative and ceases to be in effect, on the said provisions being brought into force.

42. It is beyond doubt to us that the above contention of the writ petitioners requires to be addressed. But, the question is, if this, again, ought to be done by this Court at the first instance.

43. Sri.S.V.Balakrishna Iyer, learned senior counsel and Sri.Anil Kumar, conceded to a question from us, that their clients have never approached any of the statutory Authorities under the applicable statutes, raising any objection to the tenability of Article 44 of the Articles of Association of 'the Yogam' for the reason that the 'impugned order' of the Government of India stands inoperative after the Companies Act, 2013, came into effect. Their argument was that their clients are nevertheless entitled to challenge the Articles of Association of 'the Yogam' directly before this Court, since it has now been rendered



contrary to law for the reason said above.

44. We are afraid that we are unable to offer imprimatur to the contention *supra* for several reasons. For the first, 'the Yogam' is admittedly a company and not an entity within the sweep of Article 12 of the Constitution of India. For the second, every company, as also its Memorandum and Articles of Association, is incorporated and are registered under the mandatory scheme of the applicable statutes. Ineluctably, variation, repeal, modification or change of the terms or articles of the Memorandum or Articles of Association of any company can be obtained only through the procedure statutorily prescribed. Members of companies, normally, can never be allowed to invoke Article 226 of the Constitution of India for this, by approaching Writ Courts; and any such endeavour will have to be strongly discouraged. We are sure in our mind that a writ petition under Article 226 of the Constitution of India, assailing provisions and articles of the documents of incorporation of a company is invariably incompetent and not maintainable. The aggrieved persons will, axiomatically, have to invoke the specific and efficacious alternate statutory processes and remedies, if they are so desirous.

45. Turning to the specifics of this case, the challenge to



Article 44 of the Articles of Association of 'the Yogam' is edified solely on the contention that 'the impugned order' of the Government of India, dated 20.08.1974, is illegal because the said Government had no power to issue it; and, alternatively, because, it has now become inoperative after the Companies Act, 2013, has come into force.

46. As already discernible, it is our decision to relegate consideration of the first of the afore limbs to the Government of India for reasons discussed. The second limb, though impelled alternatively, is, in effect, an adjunct one, since an opinion on it will primarily depend and turn on the decision on the first one.

47. Further, even in the event it is held that 'the Yogam' is governed by the Companies Act, 1956; and consequently, the Companies Act, 2013, the contention that 'the impugned order' of the Government of India stands inoperative and resultantly that Article 44 of the Articles of Association is inept, is one embedded in mixed questions of facts and law. As opined by us earlier, in normal circumstances, an attempt to vary, modify, replace or change the terms and articles of the documents of incorporation of a company has to be initiated and completed as per the procedure and mandate stipulated by the applicable Acts and Rules. However, in the peculiar factual scenario presented



in this case, we are of the considered opinion that even this issue requires to seize the attention of the competent Authority of the Government of India because, both aspects necessitate to be considered and decided together — they being adjunct, though alternatively impelled.

48. In denouement, we allow these appeals and set aside the impugned judgment of the learned Single Judge dated 24.01.2022, as also the order dated 05.11.2024 in C.M.Appln.Nos.1/2024 in unnumbered RPs in WP(C) Nos.1385 of 2021 and 8382 of 2020; consequently, directing the competent Authority of the Government of India, to act in terms of the judgment of the High Court of Delhi dated 09.02.2009 in WP(C) Nos.22699/2005 and 22701/2005, after affording necessary opportunities to both sides, without any avoidable delay. We record that the learned ASGI has undertaken that this exercise will be completed not later than three months from the date of receipt of a copy of this judgment and that all the parties to this lis will be notified and heard appropriately.

We, however, clarify that, while the afore exercise is completed, all aspects of the matter noticed herein — and not solely the one referred in the judgment of the High Court of Delhi — including if 'the impugned order' of the Government of



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India dated 20.08.1974 will stand operative even after the Companies Act, 2013 has come into force, shall be adverted to and answered specifically.

DEVAN RAMACHANDRAN
JUDGE

M.B. SNEHALATHA
JUDGE

stu



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APPENDIX OF WA NO. 2023 OF 2024

PETITIONER ANNEXURES

- Annexure A1 TRUE COPY OF THE REVIEW PETITION RP NO. 1126 OF 2024 (FILING NUMBER) FILED BY THE APPELLANTS
- Annexure A2 TRUE COPY OF THE ORDER DATED 05.11.2024 IN CM APPL NO. 1 OF 2024 IN RP NO. 1126 OF 2024 (FILING NUMBER)
- Annexure A3 TRUE COPY OF THE CERTIFICATE OF INCORPORATION OF THE YOGAM DATED 15.05.1903
- Annexure A4 TRUE COPY OF AMENDMENT PETITION I.A. NO. 4/KOB/2021 FOR AMENDMENT OF C.P. 51/KOB/2020
- Annexure A5 TRUE COPY OF AMENDMENT PETITION I.A. NO.5/KOB/2021 FOR AMENDMENT OF C.P. NO. 50/KOB/2020

RESPONDENT ANNEXURES

- Annexure R1(a) True copy of the application dated 30.9.2005 filed by the SNDP Yogam before the Inspector General of Registration without its Annexures
- Annexure R1(b) True copy of the letter dated 21.8.2008 written from the office of Registrar of Companies to the I.G. of Registration
- Annexure R1(c) True copy of the above letter dated 16.1.2009 bearing No.STA (P) 09-995/S.397/2078/2009 dated 16.1.2009 issued from the office of the Registrar of Companies to the I.G. of Registration and SNDP Yogam
- Annexure R1(d) True copy of the letter No.PC.2/09-995/18068 dated 11.10.2010 written from the office of the Registrar of Companies to SNDP Yogam
- Annexure R1(e) True copy of the Judgment dated 27.5.2022 in R.F.A. No.843/2009 of the Hon'ble High Court of Kerala
- Annexure R1(f) True copy of the SLP filed by SNDP Yogam before the Supreme Court dated 8.5.2024
- Annexure R1(g) True copy of the Additional Counter Affidavit filed by the SNDP Yogam in



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- Company Appeal No.5/2010 before the Hon'ble High Court of Kerala dated 7.12.2018
- Annexure R5(a) A true copy of the Gazette notification of the order dated 20.08.1974
- Annexure R5(b) True copy of the order F. No. 10/16/2005-CL.IV dated 23.08.2005
- Annexure R5(c) A true copy of the dated 09.02.2009 of the High Court of Delhi
- Annexure R5(d) A true copy of the Order F.No.CL-II-03/308/2023-O/o DGCoA dated 07.08.2023



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APPENDIX OF WA NO. 478 OF 2025

PETITIONER ANNEXURES

Annexure A1	TRUE COPY OF THE LIST OF UNITS OF THE SNDP YOGAM FUNCTIONING OUTSIDE THE STATE OF KERALA
Annexure A2	TRUE COPY OF THE LIST OF SAKHAS REGISTERED IN EACH OF THE 7 STATES
Annexure A3	TRUE COPY OF THE SAID ORDER DATED 05.11.2024 IN C.M.APPL. NO. 01/2024 IN R.P. NO. 1123/2021 (FILING NUMBER) IN W.P.(C) NO. 1385/2021 ALONG WITH R.P
Annexure A4	A TRUE COPY OF THE COUNTER IN WP(C) NO. 1385 /2021 WITH OUT EXHIBITS



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APPENDIX OF WA NO. 482 OF 2025

PETITIONER ANNEXURES

- Annexure A1** TRUE COPY OF THE LIST OF UNITS OF THE SNDP YOGAM FUNCTIONING OUTSIDE THE STATE OF KERALA
- Annexure A2** TRUE COPY OF THE LIST OF SAKHAS REGISTERED IN EACH OF THE 7 STATES
- Annexure A3** TRUE COPY OF THE ORDER DATED 05.11.2024 IN C.M.APPL. NO. 01/2024 IN R.P. NO. 1126/2024 (FILING NUMBER) IN W.P.(C) NO. 8382/2020
- Annexure A4** A TRUE COPY OF THE COUNTER AFFIDAVIT FILED BY THE RESPONDENT IN WP(C) NO. 8382 OF 2020 DATED 12-01-2021
- Annexure A5** A TRUE COPY OF THE COUNTER AFFIDAVIT FILED BY THE RESPONDENTS 1 & 2 IN WP(C) NO. 8382 OF 2020 DATED 17-01-2021
- Annexure A6** A TRUE COPY OF THE COUNTER AFFIDAVIT FILED BY THE RESPONDENTS 1 & 2 IN WP(C) NO. 8382 OF 2020 DATED 12-02-2021
- Annexure A7** A TRUE COPY OF THE COUNTER AFFIDAVIT FILED BY THE RESPONDENTS 1 & 2 IN WP(C) NO. 8382 OF 2020 DATED 30-06-2021

RESPONDENT EXHIBITS

- Exhibit-R1(a)** True copy of the order dated 8.8.2024 in W.P.(C) No.8095/2024 of the Hon'ble High Court of Kerala
- Exhibit-R1(b)** True copy of the order dated 10.9.2024 in I.A. No.9/2024 in W.P.(C) No.8095/2025 of the Hon'ble High Court of Kerala
- Exhibit-R1(c)** True copy of the order dated 30.9.2024 in I.A. No.14/2024 in W.P.(C) No.8095/2024 of the Hon'ble High Court of Kerala
- Exhibit-R1(d)** True copy of the order dated 3.10.2024 in W.P.(C) No.8095/2024 of the Hon'ble High Court of Kerala
- Annexure R3(a)** A true copy of the Gazette notification of the order dated 20.08.1974
- Annexure R3(b)** True copy of the order F. No. 10/16/2005-CL.IV dated 23.08.2005
- Annexure R3(c)** A true copy of the dated 09.02.2009 of the High Court of Delhi
- Annexure R3(d)** A true copy of the Order F.No.CL-II-03/308/2023-O/o DGCoA dated 07.08.2023



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APPENDIX OF WA NO. 2024 OF 2024

PETITIONER ANNEXURES

- Annexure A1** TRUE COPY OF THE REVIEW PETITION RP NO. 1123 OF 2024 (FILING NUMBER) FILED BY THE APPELLANTS
- Annexure A2** TRUE COPY OF THE ORDER DATED 05.11.2024 IN CM APPL NO. 1 OF 2024 IN RP NO. 1123 OF 2024 (FILING NUMBER)
- Annexure A3** TRUE COPY OF THE CERTIFICATE OF INCORPORATION OF THE YOGAM DATED 15.05.1903
- Annexure A4** TRUE COPY OF AMENDMENT PETITION I.A. NO. 4/KOB/2021 FOR AMENDMENT OF C.P. 51/KOB/2020
- Annexure A5** TRUE COPY OF AMENDMENT PETITION I.A. NO.5/KOB/2021 FOR AMENDMENT OF C.P. NO. 50/KOB/2020

RESPONDENT ANNEXURES

- Annexure R5(a)** A true copy of the Gazatte notification of the order dated 20.08.1974
- Annexure R5(b)** True copy of the order F. No. 10/16/2005-CL.IV dated 23.08.2005
- Annexure R5(c)** A true copy of the dated 09.02.2009 of the High Court of Delhi
- Annexure R5(d)** A true copy of the Order F.No.CL-II-03/308/2023-O/o DGCoA dated 07.08.2023