



2025:KER:72193

IN THE HIGH COURT OF KERALA AT ERNAKULAM

PRESENT

THE HONOURABLE MR.JUSTICE N.NAGARESH

FRIDAY, THE 26TH DAY OF SEPTEMBER 2025 / 4TH ASWINA, 1947

WP(C) NO. 35225 OF 2025

PETITIONER:

TGN KUMAR
AGED 54 YEARS, S/O. T. V. GOPINATHAN.
33/3004, THEKKEMURI HOUSE, VENNALA - POST,
KOCHI, ERNAKULAM DISTRICT, PIN - 682028.

BY ADVS.
SRI.K.P.PRASANTH
SRI.V.R.MANORANJAN (MUVATTUPUZHA)

RESPONDENTS:

- 1 THE SECRETARY
THE MINISTRY OF CORPORATE AFFAIRS,
A WING, SHASTRI BHAWAN, RAJENDRA PRASAD ROAD,
NEW DELHI, PIN - 110001.
- 2 THE CHAIRMAN
COCHIN INTERNATIONAL AIRPORT LTD,
AIRPORT ROAD, NEDUMBASSERY. P. O,
KOCHI, PIN - 683111.
- 3 COCHIN INTERNATIONAL AIRPORT LTD
REPRESENTEDBY THE MANAGING DIRECTOR,
AIRPORT ROAD, KOCHI, PIN - 683111.

W.P.(C)No.35225 of 2025

:2:



2025:KER:72193

BY ADVS.
SMT.GOWRI MENON, CGC
SRI.S.SUJIN S.
SRI.SREEKUMAR (SR)

THIS WRIT PETITION (CIVIL) HAVING COME UP FOR
ADMISSION ON 26.09.2025, THE COURT ON THE SAME DAY
DELIVERED THE FOLLOWING:



C.R.

J U D G M E N T

Dated this the 26th day of September, 2025

The petitioner states that he is a shareholder of Cochin International Airport Limited (CIAL). The petitioner states that the 28th Annual General Body Meeting (AGM) of the members of the Company is going to be held through VC / OAVM on 27.09.2025. The petitioner states that in view of the provisions contained in the Companies Act, the Annual General Body Meeting is to be held either at the registered office of the Company or some other place within the city, town or village in which the registered office of the Company is situated. Now, the respondents are proposing to hold the Annual General Body Meeting through an online platform.



2. The petitioner would contend that the General Circular dated 05.05.2022 issued by the Central Government permitting the Companies to hold the Annual General Body Meeting online is liable to be quashed as the purpose for which the same was issued is in deviation from the statutory provision under Section 96 of the Companies Act, 2013. Section 96 does not contemplate the conduct of Annual General Body Meeting by virtual mode. Conducting of Annual General Body Meeting will be in violation of the provisions of the Companies Act.

3. Counsel for the petitioner would further urge that there is a large number of shareholders who want to attend the Annual General Body Meeting physically as they are not well-versed in operating the e-platform for participating in the Annual General Body Meeting on virtual mode. Therefore, unless there is a direction of this Court to hold the Annual General Body Meeting in a hybrid mode, thereby permitting the petitioner and other similarly situated persons to attend the



meeting physically, the petitioner will be put to untold hardship and loss.

4. Senior Counsel assisted by the Standing Counsel representing the 3rd respondent, on the other hand, would urge that the Government of India, Ministry of Corporate Affairs, has issued Circulars and Orders permitting the incorporated Companies to hold Annual General Body Meeting and Extraordinary Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013, read with the Rules made thereunder. CIAL is holding the Annual General Body Meeting in the virtual mode on the basis of the orders issued by the Government of India, Ministry of Corporate Affairs. The writ petition filed by the petitioner is ill-motivated and is therefore liable to be dismissed.

5. I have heard the learned Counsel for the petitioner and the learned Senior Counsel assisted by the



Standing Counsel representing respondents 2 and 3. I have also heard the learned Central Government Counsel representing the 1st respondent.

6. The prime contention of the petitioner is based on Section 96 of the Companies Act, 2013. Section 96 of the Companies Act reads as follows:-

96. Annual General Meeting.—(1) Every company other than a One Person Company shall in each year hold in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of a Company and that of the next:

Provided that in case of the first Annual General Meeting, it shall be held within a period of nine months from the date of closing of the first financial year of the Company and in any other case, within a period of six months, from the date of closing of the financial year:

Provided further that if a Company holds its first Annual General Meeting as aforesaid, it shall not be necessary for the Company to hold any Annual General Meeting in the year of its incorporation:

Provided also that the Registrar may, for any special reason, extend the time within which any Annual General Meeting, other than the first Annual General Meeting, shall be held, by a period not exceeding three months.

(2) Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place



within the city, town or village in which the registered office of the Company is situate:

Provided that Annual General Meeting of an unlisted Company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance:

Provided further that the Central Government may exempt any Company from the provisions of this sub-section subject to such conditions as it may impose.

Though sub-section (2) of Section 96 provides that every Annual General Meeting shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, the second proviso to sub-section (2) of Section 96 provides further that the Central Government may exempt any Company from the provisions of this sub-section subject to such conditions as it may impose.

7. Government of India has issued Circulars dated 08.04.2020, 05.05.2022, 19.09.2024 and 22.09.2025 permitting incorporated Companies to hold Annual General Meetings and Extraordinary General Meetings through VC or



OAVM and passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013. Though initially the said Circulars were issued during the Covid-19 pandemic time, the Government of India deemed it fit to permit the Companies to hold online Annual General Meeting even subsequently.

8. As the proviso to Section 96(2) enables the Government to exempt incorporated Companies from the stringent provision of Section 96(2) and since the Government has issued Circulars which amount to grant of exemptions under the proviso, I am not inclined to interfere in the proceedings of the CIAL.

The writ petition is hence dismissed.

Sd/-
N. NAGARESH
JUDGE

ams

W.P.(C)No.35225 of 2025

:9:



2025:KER:72193

APPENDIX OF WP(C) 35225/2025

PETITIONER EXHIBITS

Exhibit-P1	A TRUE COPY OF THE JUDGMENT IN WP (C) NO. 30213/2022 DATED 30/07/2025
Exhibit-P2	A TRUE COPY OF THE 31ST ANNUAL GENERAL BODY MEETING CIRCULAR OF THE COCHIN INTERNATIONAL AIRPORT LIMITED (CIAL) DATED 23/08/2025 ISSUED BY THE RESPONDENT NO. 3
Exhibit-P3	A TRUE COPY OF THE JUDGMENT IN WA NO. 2115 OF 2025 DATED 19/09/2025