



CENTURY CLUB
Bangalore

Members to note,

Legal opinion dt.15.06.2026 received from Mr. S. S. Naganand, Senior Advocate, regarding the holding of 3 Special General Meeting by the Querist, scheduled to be held on 21.06.2026:



To,

15.06.2026

The Querist
Century Club
No. 1, Seshadri Road,
Bangalore-560001

Kind Attn: Sri. S.G. Prashanth Murthy, Advocate, Samruddhi Law Partners

Dear Sir,

Subject: Opinion regarding the holding of 3 Special General Meetings by the Querist, scheduled to be held on 21.06.2026.

Ref: Your letter and note dated 11.06.2026

1. The facts as I gather, from the note provided and the documents sent to me, are as follows.

FACTS IN BRIEF

2. The Querist is a society registered under the Karnataka Societies Registration Act, 1960. As per the Rules and Regulations of the Club, Rule 23.3 states that, a special general meeting (SGM) may be convened at any time, *inter alia*, on the requisition of one-third members of the Executive Committee or on the requisition of one hundred members of the Club entitled to vote.

3. In accordance with the rules, upon a requisition of 208 permanent members, an SGM was convened at the Querist on 04.01.2026, and it was



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resolved to constitute a Special Audit Committee (SAC), to review capital projects and governance protocols for the period from April 2024 to December 2025. Pursuant to the said resolution, the review was conducted by the SAC and a final report dated 09.05.2026 (*hereinafter "Report"*) was prepared and submitted to the Querist by the SAC. The said report also studied the actions and recommendations of the Querist's Statutory Auditor, M/s. S. Upendra & Co. For the report to formally submitted to the SGM, and for deliberation of the said report, notice dated 29.05.2026 was issued by the Querist proposing to hold another SGM on 21.06.2026 at 1 PM.

4. The matter standing thus, M/s. S Upendra & Co. filed a suit in O.S. No. 3797/2026 before the City Civil and Sessions Judge, Bangalore, and sought for an ad-interim *ex parte* temporary injunction order against the Querist and its SAC. The Civil Court was pleased to pass an order dated 04.06.2026 passing an ad-interim *ex parte* temporary injunction restraining the Querist and its agents from "*publishing the Special Audit Committee Final Report on Capital Projects and Governance Protocols 2024-2026*" and other ancillary reports. Further, the said report has also been stayed till the next date of hearing.

5. I have been informed that the SGM was originally to be held at 11:30 AM on 21.06.2026 and in light of various motions made by the club members, the SGM was postponed to 1 PM on 21.06.2026. Further, two more SGMs are proposed to be held at 11 AM and at 12 PM on 21.06.2026, to consider the motion to stop discussions on the Report, and for Sri. Pavan Gururaj to



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discuss the findings of the Report, respectively. Pursuant to the said postponement, two letters have been addressed by Sri. Pavan Gururaj, a member of the Club, taking exception to the postponement stating that the said action was unilateral and the Querist had no power to do the same.

6. In light of the aforesaid, two questions have been submitted for opinion:

- a. Whether the Querist should hold the SGMs to be held on 21.06.2026 wherein the agenda set is for members to deliberate upon the Report?
- b. Are the objections raised by Sri. Pavan Gururaj regarding the postponement of the SGM legally sustainable?

OPINION

7. The short issue that arises from the aforesaid is the legal effect of the temporary injunction granted by the civil court in O.S. No. 3797/2026 vis-à-vis the holding of the SGMs by the Club. The allegations made by the Plaintiff in the said suit is that the Report contains various defamatory statements against the said Plaintiff, and the same was unwarranted and as such, the same ought not be published. On the said plea, the Civil Court has granted an *ex parte* stay of the said Report and further has restrained the Querist and the SAC and their agents, from publishing the Report. The stay does not wipe out the existence of the Report (*See Shree Chamundi Mopeds Ltd. v. Church of South India Trust Assn., (1992) 3 SCC 1*), no further action can be taken by the

Querist in pursuance of the Report. This bar would include deliberation of the same in any subsequent SGMs.

8. As regards the restraint on publication, to “publish” includes within its ambit, to communicate the defamatory meaning to someone other than the person defamed (*See Black’s Law Dictionary, S.K. Sundaram : In Re, (2001) 2 SCC 171*). The tenor of the *ratio* in *S.K. Sundaram*, would also mean that the any restraint on publication would also apply to intra-company communications and internal communications of the Querist (*Also see Carter-Ruck on Libel and Privacy*). In that light, any deliberation of the Report during the said SGM would also amount to publication of defamatory content and would be covered by the temporary injunction. Hence, in the light of the injunction, the Querist is restrained from holding the said SGMs, especially in light of the fact that the sole agenda for the said SGMs was to consider and deliberate upon the Report. Hence, I answer the first question presented for opinion, in the *negative*.

9. In light of the first question having been answered in the negative, the second question presented for opinion, does not survive for consideration. Even otherwise, the power of the Executive Committee as per Rule 23.3, is to “*proceed to call a meeting*”, on a day not later than forty days from such requisition by the Querist’s members. A power to do something, would include the power to vary and/or amend the terms thereof (*See Section 21 of the General Clauses Act, 1897*). When there exists a power to call a meeting,



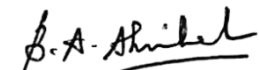
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the same power would include the power to postpone it (*See J.M Patel v. A.S Mehta, AIR 1989 SC 1289*). In the present case, no restriction or bar is placed upon the Executive Committee insofar as the power to determine the time at which the SGM is to be held. As such, the objections raised by Sri. Pavan Gururaj are not legally tenable. Hence, the second question presented for opinion is answered in the *negative*. The questions therefore, presented for opinion, are answered in light of the foregoing.

10. The holding of these meetings would be a futile exercise in view of the interim order granted by the civil court, there being no other item on the agenda. If the meetings as convened are permitted to be held, it may violate the interim order if the members choose to discuss the report, or take any decision thereon. The power to convene a meeting on the requisition of members is vested in the Executive Committee as per Rule 23.3. The object of the meeting having been interdicted by the court order, it is open to the Executive Committee to take a decision to cancel the SGMs or to postpone the SGMs *sine die* till further orders of the court.


S.S. NAGANAND
Senior Advocate

On behalf of the Offie Bearers and Executive Committee members



Abishek Bogaram Arun Kumar
Hon. Secretary