

# Azim Hasham Premji vs India Awake For Transparency on 10 March, 2022

**Bench: Sanjay Kishan Kaul, M.M. Sundresh**

1

IN THE SUPREME COURT OF INDIA

CRIMINAL APPELLATE JURISDICTION

CRIMINAL APPEAL NOS.1177-1179/2021

AZIM HASHAM PREMJI & ANR.

Appellant(s)

VERSUS

INDIA AWAKE FOR TRANSPARENCY & ORS.

Respondent(s)

WITH

CRIMINAL APPEAL NOS.1180-1182/2021 (II-C)  
CRIMINAL APPEAL NOS.1183-1185/2021 (II-C)  
CRIMINAL APPEAL NOS.1186-1187/2021 (II-C)  
CRIMINAL APPEAL NO.1188/2021 (II-C)  
CONTEMPT PETITION(C) NO.60/2022 in CRIMINAL APPEAL  
NOS.1177- 1179/2021

O R D E R

The present proceedings have shown that there is nothing impossible as long as the parties are willing to see the reality of a given situation. More than 70 litigations, misconceived as they are, initiated by the respondents will be brought to an end on a repent for his past conduct and wants to start a new chapter in his life. We had observed in the order dated 08.02.2022 his intent and also noticed that even if he redeems for his past conduct in these various proceedings, it will not take away from his responsibility and liability towards the various claims in Subhiksha/Viswapriya litigations where there are obligations to depositors. In fact, the failure of those schemes is what has caused the financial burden on Mr. Subramanian and those groups, and in his endeavour to escape

his liability, including to the appellants before us, the litigations were initiated.

On the last date of hearing Mr. Mukul Rohatgi, learned senior counsel had agreed to persuade Mr. Azim Hasham Premji to take a more compassionate view of the conduct of Mr. R. Subramanian and to put a closure to all issues, subject to the condition that he and the associates who face a barrage of litigation receive an apology for his past conduct from Mr. Subramanian. We had taken Mr. Subramanian's assurances on the last date, hoping that he traverses a new path. In terms of the request of Mr. Mukul Rohatgi, the affidavit to be filed on behalf of Mr. Subramanian had to undertake four aspects as set out in the order:

- “1) An apology for the past conduct including initiating these proceedings in different forums;
- 2) An undertaking to withdraw all proceedings whether in this matter or otherwise initiated by him which are not in defence of claims in Subhiksha/Vishwapriya;
- 3) An undertaking for the future not to launch any proceedings and undertaking to wind up this organization and not to create any more organization nor to use his brilliance and help of other people to create further litigation;
- 4) The list of companies which will have any amount in them will be surrendered to Mr. Mukul Rohatgi's clients.” Mr. Subramanian has filed an affidavit as per his assurance given on the last date of hearing with annexures of properties, list of companies and details of PILs filed by him pending before the Courts.

We are happy to note that Mr. Azim Hasham Premji has taken a constructive view of the matter and agreed to forgive the past conduct of Mr. Subramanian, more so, in view of the financial issues he has faced and to take also a compassionate view of the amounts due from him to the group companies of Mr. Premji.

Learned senior counsel for the appellants have placed before us submissions in pursuance to our order dated 08.02.2022 and the affidavit filed by Mr. Subramanian dated 15.02.2022. Annexure A to the submissions is the summarized form of protection/ safeguards which the appellants seek from this Court while Annexure B are the litigations filed by Mr. Subramanian through India Awake Transparency Private Limited and Wholesale Trading Services Pvt. Ltd. against Mr. Premji Group of companies and various professionals associated with the Group in indirect litigations. Mr. Subramanian fairly states that despite the best research of the appellants, Annexure B may not be exhaustive and there are some other cases also filed by him. He undertakes to file a comprehensive list expanding on what is already in Annexure B within a week.

We have gone through the submissions note, more specifically, the safeguards which are required by the appellant.

The first and most important aspect which this Court understands is the significance of a public apology from Mr. Subramanian in leading new papers at at the cost of the appellants.

A draft of the public apology has been annexed to the note and we approve of the same with one modification that while referring to the Directors, Auditors and Executives, the names of the two other appellants before us should be specifically included as they are a well recognized firm of Chartered Accountants and independent Directors.

We thus, give our imprimatur to this public apology to be published in the form placed before us with the aforesaid modification. The other aspects are set out in Annexure A from serial No.2 to serial No.8, which read as under:

“2. Applications for withdrawal of the various proceedings pending before courts, tribunals, statutory authorities and govt departments, which should specifically state that the proceedings initiated, and complaints and representations made against the Appellants and their Group (which term should be understood in a comprehensive manner to include all Group companies, firms, and other entities of Mr. Azim Premji and also their Directors, partners, and officers and present and past auditors and other associated professionals including Senior Advocates and Advocates) were founded on incorrect understanding of facts and legal provisions and that accordingly the same should be dismissed as withdrawn. A list of such proceedings to the best of the knowledge of the Appellants is annexed as Annexure B here. Mr. R. Subramanian to state whether there are any other proceedings, complaints, representations pending before any other court, tribunal, authority and also submit similar applications for withdrawal in respect of the same. Mr. R. Subramanian may be directed to furnish a copy of each of such withdrawal application to the Appellants and also to file a compliance report to this Hon’ble Court confirming withdrawal of all the proceedings and matters within 6 weeks.

3. Undertaking by Mr. R. Subramanian to wind up India Awake for Transparency Private Limited at the earliest and forthwith efface the content of allegations against the Appellants and their Group on its website and not to retain or publish any material against the Applicants and their Group by any medium, directly or through any other entity or person.

4. Undertaking by Mr. R. Subramanian not to institute or pursue any proceedings of any kind, either directly or through any other entity or person or against any person, based on any contentions or allegations whatsoever against the Appellants and their group.

5. Mr. R. Subramanian’s conviction for criminal contempt and sentence in terms of Karnataka High Court judgment dated 14.01.2022 in Case No.CRL CCC No.9 of 2021 be suspended for a period of 3 years, during which period his conduct can be monitored and due compliance with his undertakings verified. To uphold the Majesty

of Courts, Mr. R. Subramanian must tender his unconditional apology to the Hon'ble Karnataka High Court in respect of the charges in the said case.

6. Mr. R. Subramanian's conviction and sentence under S 138 of NI Act in terms of Judgment and Order of Trial Court dated 31.12.2021 be suspended until it is discovered that there are unencumbered assets belonging to him, in which event, Hasham Investment and Trading Company Private Limited, 100% owned by Azim Premji Trust, a philanthropic trust, be permitted to recover its due from such discovered assets. In this regard, this Hon'ble Court may direct Mr. R. Subramanian to furnish to the Appellants an annual statement of his gross assets and networth.

7. Costs imposed by Court orders on India Awake and Wholesale Trading Services Private Limited be directed to be paid within a period of one month.

8. Mr. R. Subramanian to be directed to file a copy of the Hon'ble Court's order in every legal proceedings, complaints, representations etc. initiated by him, directly or indirectly, through any other person, when espousing any public cause." Mr. Subramanian, having gone through the same, accepts the same and undertakes before this court to abide by the same insofar as Nos.2, 3 and 4 are concerned. Insofar as No.8 is concerned, Mr. Subramanian has already given an assurance as recorded aforesaid.

Mr. Subramanian also does not have any issue with serial No.6 and accepts that if any assets come in any form, they will be utilized in the manner provided in serial No.6.

As far as serial No.7 is concerned, Mr. Subramanian expresses his limitation on account of his financial inability. As to whether these costs should be waived on that account or not is something this Court will consider while examining the issue of closure of the contempt proceedings which have to be kept pending as per the view of this Court accepting the suggestion made at serial No.5. The proceedings in that behalf shall be listed in the last working week of December, 2023 for necessary orders.

We have given thought to the impugned judgments and in view of the settlement, are not required to bestow a greater consideration and pen down a detailed order. Suffice to say, we find that the initiation of the criminal proceedings as well as the judgment of the High Court are completely unsustainable and accordingly set aside both of them. We also make it clear that the proceedings not only in PCR Nos.2,3 and 4 of 2018 will come to an end with this but proceedings in PCR Nos.28 and 29/2020 pending before the XXIII Additional City Civil and Sessions Judge, Bangalore, the subject matter of Contempt Petition [C] No.60/2022, also stand quashed.

The appellants also are concerned that in view of all these proceedings there should be a final quietus to the order of the Karnataka High Court dated 26.03.2015 in Co.P. Nos.182-185/2014 sanctioning the amalgamation between three amalgamating companies viz.Regal Investment and Trading Company Private Limited, Vidya Investment and Trading Company Private Limited,

Napean Trading and Investment Company Private Limited and Hasham Investment and Trading Company Private Limited so that the same are not disputed on any grounds whatsoever by any party. We do believe that this aspect has been unnecessarily agitated again and again and would like to affirm the order of amalgamation passed by the Karnataka High Court.

Mr. Subramanian makes an additional request. It is his say that in his endeavour to start a new chapter in his life, he would like to meet the liabilities towards the depositors of the Subhiksha/Viswapriya litigation at the earliest. In this behalf, he has pointed to us that in terms of the orders passed on 16.10.2015 in Criminal OP No.23901/2015, he was required to disclose a list of all his assets which he had and there are 14 properties, out of them six were attached. His concern is that the 14 properties may be put to sale at the earliest so as to at least meet his financial liabilities to the extent possible to the depositors of the schemes. He fairly states that insofar as the criminal proceedings are concerned, they will naturally have to take their own path.

In respect of the aforesaid, we call upon him to move an appropriate application in those proceedings placing our order before that Court for consideration of his prayer as may be determined appropriate by the Judge now holding the roster.

Mr. Subramanian also requests that in view of the assurances he has given to the Court today, he desires that India Awake Transparency Pvt. Ltd. and the Wholesale Trading Services Pvt. Ltd. should be struck off from the Register of the Companies by the Registrar of Companies, Chennai from the list of companies registered there. We think this is a fair suggestion and agreed to by learned senior counsel for the appellants. Thus, the Registrar of Companies, Chennai is to take necessary action forthwith in accordance with law to strike off those companies from the array of registered companies. However, in case there are any pending investigations qua them, they will not be impeded by the order we have passed. We clarify at the request of learned senior counsel for the appellants that Mr. Subramanian will forthwith see that the websites of these two companies are closed down so that their propensity for misuse by third parties does not arise.

We must record our satisfaction at having facilitated the parties in arriving at the aforesaid arrangement and bringing the present proceedings and a number of other proceedings to an end.

The appeals accordingly stand allowed and the Contempt Petition stands closed in the aforesaid terms.

Before parting, we must note that the criminal appeals being Diary No.4286/2022 and 4289/2022 which follow the plea in the present settlement and on which orders would be required by us are stated to be ready for listing. They can be listed on 15th March, 2022. The Registry to take necessary steps qua the same so that we can pass orders therein also. Till the listing of those, the sentence qua the respondent will remain suspended.

No orders as to costs.

CONMT.PET.(C) No.60/2022 in CrI.A. Nos.1177-1179/2021 The Contempt Petition is closed in view of the orders passed in Criminal Appeal Nos.1177-1179/2021 and connected matters.

.....J. [SANJAY KISHAN KAUL] .....J.  
[M.M. SUNDRESH] NEW DELHI;

MARCH 10, 2022.

ITEM NO.2

COURT NO.6

SECTION II-C

S U P R E M E C O U R T O F  
RECORD OF PROCEEDINGS

I N D I A

Criminal Appeal No(s). 1177-1179/2021

AZIM HASHAM PREMJI & ANR.

Appellant(s)

VERSUS

INDIA AWAKE FOR TRANSPARENCY & ORS.  
([FOR DIRECTIONS] )

Respondent(s)

WITH

CrI.A. No. 1180-1182/2021 (II-C) CrI.A. No. 1183-1185/2021 (II-C) CrI.A. No. 1186-1187/2021 (II-C)  
CrI.A. No. 1188/2021 (II-C) CONMT.PET.(C) No. 60/2022 in CrI.A. No. 1177-1179/2021 (II-C) Diary  
No.4286/2022 and 4289/2022 Date : 10-03-2022 These matters were called on for hearing today.  
CORAM :

HON'BLE MR. JUSTICE SANJAY KISHAN KAUL HON'BLE MR. JUSTICE M.M.  
SUNDRESH For Appellant(s) Mr. S. Ganesh, Sr. Adv.

Mr. Mahesh Agarwal, Adv.  
Mr. Himanshu Satija, Adv.  
Mr. Karan Luthra, Adv.  
Ms. Aarushi Tikku, Adv.  
Mr. E. C. Agrawala, AOR

Mr. Mukul Rohatgi, Sr. Adv.  
Mr. Mahesh Agarwal, Adv.  
Mr. Himanshu Satija, Adv.  
Mr. Karan Luthra, Adv.  
Ms. Aarushi Tikku, Adv.  
Mr. E.C. Agrawala, Adv.

Mr. P.B. Suresh, Adv.  
Mr. Vipin Nair, AOR  
Mr. Arindam Ghosh, Adv.  
Mr. Karthik Jayashankar, Adv.  
Mr. Prakash Baghel, Adv.

Dr. R. Prakash, Adv.  
Dr. Pooja Jha, Adv.  
Ms. Nandita Jha, Adv.

Mr. A. Mohan, Adv.  
Mr. Vishwa Pal Singh, AOR

For Respondent(s) Mr. R. Subramanian, respondent in person Ms. Shruti Agarwal, AOR UPON hearing the counsel the Court made the following O R D E R The appeals are allowed and the Contempt Petition stands closed in terms of the signed order. Pending application, if any, stands disposed of. Diary No.4286/2022 and 4289/2022 Taken on Board.

List on 15.03.2022.

(ASHA SUNDRIYAL)  
ASTT. REGISTRAR-cum-PS

(POONAM VAID)  
COURT MASTER (NSH)

[Signed order is placed on the file]