

## In Re: Computer Society of India

### Present:

Mr. Shriram Kulkarni with Ms. Minal Chavan for the Appellant.  
Mr. Ankit Lohia with Mrs. Savita N. Malkampate, Ms. Usha Agarwal and Ms. Kinjal Mevla for Respondent No.1.  
Ms. Zenia Irani i/b M. Mulla Associates for Respondent No.2.  
Mr. K.C. Prusty for Respondent No.3.  
Mr. Abhishek Tilak with Mr. Suyash Bhavé i/b DMD Advocates for the Intervenor Mr. M.D. Agarwal and Mr. S. Mahalingam, one of the Member of three Member Committee.  
Mr. Sanjay Mohapatra, Respondent No.2.  
Mr. N. Anand Rao, Member suggested by the Appellant.  
Mr. Abraham Koshy, Member suggested by Respondent No.1.  
Mr. S. Mahalingam, Ex-CFO of TCS – Member suggested by the Intervenor.  
Mr. Murlidhar Agarwal, Ex-President, CSI – Intervenor.

### REPORT

1. The learned Single Judge (N.J. Jamadar, J.) of the Hon'ble High Court of Bombay by order dated 8<sup>th</sup> March 2023 passed in Interim Application No. 17659 of 2022 in Appeal from Order No.111 of 2022 along with other companion matters, has appointed me to finalise the Voters' List in terms of paragraph 3 of the order dated 29<sup>th</sup> November 2022 which reads thus:

"3. By an order dated 29th November, 2022, this Court had recorded the consent of the parties to the appointment of a retired Judge of this Court to finalize the electoral roll by considering the particular cut off date of enrollment of the members and to decide the objections, if any, in relation to the provisional voter list."

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2. The said order dated 8<sup>th</sup> March 2023 is preceded by the order dated 29<sup>th</sup> November 2022 passed by another learned Single Judge (N.W. Sambre, J.) of the Hon'ble Bombay High Court in which order the said paragraph 3 quoted above appears. The genesis of the aforesaid two orders lies in the order dated 22<sup>nd</sup> April 2022 passed by another learned Single Judge (Smt. Bharati Dangre, J.) of the Hon'ble Bombay High Court in the same set of Appeals from Orders. The said order in a way reflects the situation insofar as the holding of elections to the Executive Committee, Nominations Committee and other posts is concerned and the disputes relating thereto. The said order refers to a Report submitted by an official of the Hon'ble Bombay High Court who was directed to hold elections to the Executive Committee, etc. of the Computer Society of India ("CSI" for short). By the said order, the learned Judge has also constituted a three Member Committee comprising of the persons mentioned in the operative part of the said order with the objective to steer the CSI until conclusion of the elections. The elections were to be held for the remaining period of the odd years i.e. 2021-2022/2023 and for the even years i.e. 2022-2023/2024 for various posts. In

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paragraph 8 of the said order, it is observed that elections to the post of the various Committees should be held, but strictly in accordance with the Constitution and the Byelaws of the CSI. Hence, in the matter of conduct of elections to the Executive Committee, Nominations Committee and other posts in the CSI, the adherence to the Constitution and the Byelaws is to be the overarching factor. The elections as directed to be held by the said order did not fructify, resulting in the further orders being passed by the learned Single Judges of the Hon'ble Bombay High Court, reference to which is made hereinabove.

3. In view of the mandate cast upon me, I have already held three meetings and today's meeting is the fourth meeting. In all the meetings, the learned counsel for the parties, i.e. Mr. Shriram Kulkarni for the CSI, Mr. Ankit Lohia for Mr. Gautam Mahapatra and Mr. Abraham Koshy, Ms. Zenia Irani for Mr. Sanjay Mohapatra, Mr. Prusty for Respondent No.3, Mr. Abhishek Tilak for the Intervenor Mr. M.D. Agarwal & one of the Members of the three Member Committee i.e. Mr. S. Mahalingam, and Mr. N. Anand Rao, were heard.

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4. In the context of the mandate, which is cast upon me, the issue of membership of the CSI is the core issue and related to the preparation of the Voters' List on the basis of a cut off date. In the course of the meetings held and as recorded in the Minutes of the said Meetings, there are list of members varying in number. Insofar as the list on which the learned counsel Mr. Ankit Lohia is relying, it comprises of 7569 members as on 28<sup>th</sup> February 2018 as validated by the Executive Committee on 25<sup>th</sup> March 2018 which is the same number endorsed by Mr. Sanjay Mohapatra. Insofar as the CSI is concerned, which was asked to give its response as regards the list on which Mr. Lohia was relying, the response of the CSI is that the said 7569 members is out of the 13243 members as on 28<sup>th</sup> February 2018. The figure came down to 7569 as the members between 7569 and 13243 did not comply with the KYC requirements at the time of the elections which were held in the year 2018. The CSI has today produced a chart stating that 1860 members were enrolled between the period 1<sup>st</sup> March 2018 and 28<sup>th</sup> February 2023. The year-wise and category-wise break up is given in the said chart. The learned counsel Mr. Shriram

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Kulkarni for the CSI submitted that out of 1860 members, 37 members, whose membership has expired, have to be deleted as also the names of those members in respect of whom there is duplication. If that is done, then it is the submission of Mr. Kulkarni that the figure would be in the region of 1770 members as on 28<sup>th</sup> February 2023 and the total members then would be 14952 as on 28<sup>th</sup> February 2023. The said figure of 14952 is also the figure which is given by Mr. S. Mahalingam, one of the members of the three Member Committee.

5. As indicated above, the bone of contention between the parties is as regards who are the members entitled to be the voting members and whose names can be included in the Voters' List on the basis of a cut off date. To appreciate how the membership of the CSI is granted, it would be apposite to refer to certain provisions of the Constitution and the Byelaws of the CSI. The said relevant provision are Section 2 under the heading "Membership". Clause 2.1 under the heading "Grades", clause 2.2.1 under the heading "Rights and Privileges", clause 2.4 under the heading "dues and fees", clause 3.4.2 under the heading

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"Membership", clause 4.3.4 under the heading "Membership Committee" and clause 4.6.3 of the Byelaws of the CSI. The aforesaid provisions are the only provisions relating to membership. Insofar as the Constitution of the CSI is concerned, Article 4.3, Article 4.3.2 and Article 4.4.2 are relevant in the context of membership. All the aforesaid clauses are reproduced herein under for the sake of ready reference.

### **"BYELAWS:"**

#### ***"Section 2 - Membership***

##### ***2.1 Grades***

*The grades of CSI membership are*

- a. *Individuals – Hony. Fellow, Fellow, Chapter Patron, Senior Member, Member, Associate, and Student.*
- b. *Institutions – Educational Institution / Voluntary Service Organizations, Other Institutions.*

##### ***2.2 Rights and Privileges***

- 2.2.1 *Fellows, Senior Members, Members and Associates shall be entitled to all rights and privileges of the CSI. They shall be referred to as 'Voting Members' of the CSI.*

##### ***2.4 Dues and Fees***

###### ***2.4.1 Dues***

*The Membership Dues shall be decided and approved by the ExecCom*

###### ***2.4.2 Entrance Fee***

*The Entrance Fee shall be decided and approved by the ExecCom*

- 2.4.3 *The entrance fee, the annual dues and other assessments, if any, shall be payable with the application for admission. A notice that he has been elected shall be sent to every newly admitted member and he shall enjoy all the*

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rights and privileges of his grade from the first day of the calendar month after election, except where explicitly stated otherwise. Should the candidate fail for admission to the membership, he shall be advised to seek admission to a suitable grade or reapply as per the Byelaws and the sum remitted with the application shall be refunded.

2.4.4 A member who has become unemployed through involuntary termination and seeking re-employment, on request, shall be entitled to all the rights and privileges of his grade upon payment, of one half of the annual dues and other assessments, if any.

2.4.5 A retired member, not gainfully employed, on attaining the age of sixty years may apply for reduced dues.

2.4.6 The ExecCom may, under exceptional circumstances, waive dues for a period and declare that during the period of such waiver, the member has maintained continuous membership.

3.4.2 Membership Any member of the CSI with his mailing address in the territorial limits of the Chapter may elect to affiliate with that particular Chapter and so express at the time of payment of annual dues. A member may, however, affiliate with any contiguous Chapter of his choice, with the approval of the ExecCom. A change in mailing address, when recorded by the CSI shall cause the eligibility for the member's affiliation to revert to the Chapter corresponding to his new mailing address.

#### 4.3.4 Membership Committee

a. Composition : The membership committee shall consist of the Hony. Secretary as the Chairperson and junior Regional Vice-Presidents, junior Divisional Chairpersons and the past Hony. Secretary as members.

b. Authority : It shall assist the ExecCom

i) in developing methods to extend the membership and promote transfers to the end that all those associated with the fields of interest to the CSI shall occupy the highest grade of

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membership for which they are qualified.

- ii) in prescribing the manner of submission of proposals for admissions and transfers to the various grades.
- iii) In identifying services to the membership and ways and means of providing them.
- iv) in evolving dues and fees structure for members and non-members wishing to avail the various services offered, to enable the CSI to serve them best.

4.6.3 The membership Registers shall be updated twice during the year. All changes, additions and deletions intimated upto August 31 and then for the second time all those intimated upto February 28, shall be incorporated and the Registers treated as closed for all official purposes, except where explicitly stated otherwise.

(Emphasis supplied)

## CONSTITUTION

### **4.3 Executive Committee**

#### **4.3.1 Composition**

The ExecCom shall be composed of the Officers, Regional and Divisional Vice Presidents / Chairmen and the Immediate Past President. Every member of the ExecCom shall continue to hold office and discharge the duties until a successor takes his place.

#### **4.3.2 Authority**

The ExecCom as a whole or through the officers, shall conduct the day-to-day operations of the Society. The ExecCom shall approve a scheduled bank to deposit the funds received by the Society. The ExecCom shall also designate the Officer(s) authorized to execute withdrawals thereon. The interpretation of this Constitution and Byelaws rests with the ExecCom.

#### **4.4.2 Authority**

The Officers shall perform these functions:

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- a. *The President shall be the principal officer of the Society and shall preside that the meetings of the General Body, the Council, the ExecCom and the meetings of any other bodies as specified in the Byelaws. The President shall have no vote, unless the votes cast are equally divided. The President may visit groups of members as he is able and promote the objectives of CSI.*
- b. *The Vice-President shall assist the President in carrying out the organizational duties and in the absence or incapacity of the President assume the duties of the President.*
- c. *The Secretary shall maintain the records of activities, membership and any other aspects of the Society as required by the law. The Secretary shall be responsible for the arrangements of all meetings of the General Body, the Council and the ExecCom and such other specified in the Byelaws.*
- d. *The Treasurer shall conduct the fiscal affairs of the Society and maintain records thereof.*

*In the event of the absence or incapacity of both the President and the Vice-President, the ExecCom shall elect from amongst themselves an interim President for the period not longer than the unexpired term of the President. The Interim President shall perform all the duties of the President and Vice-President during the period."*

A reading of the aforesaid clauses / articles of the Byelaws and the Constitution indicates the category of membership, the rights and privileges of members which inter alia include the voting rights, the composition of the Membership Committee and its Authority. Insofar as its Authority is

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concerned, it does not cover the aspect of grant of membership, but revolves around developing method to extend the membership. Insofar as the Executive Committee is concerned, its composition is mentioned and insofar as its Authority is concerned, it relates to conduct the day-to-day operations of the Society by itself or through its officers. The Byelaws and the Constitution therefore do not contain any provision where an application is to be processed by the Membership Committee and thereafter ratified by the Executive Committee of the CSI.

6. It would be necessary, after referring to the clauses, to record the submission of the learned counsel Mr. Ankit Lohia appearing for Respondent No.1 on the issue of membership. The learned counsel submitted that there is a process which has been followed by the CSI prior to the grant of membership to any person. The learned counsel sought to substantiate his submission by referring to an email dated 28<sup>th</sup> February 2018 addressed by one Lakshamana Rao Padala to Mr. Kapil Juneja wherein it has been stated that the membership application form of the said person is approved by the Membership Committee etc.

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and would be submitted before the Executive Committee for necessary ratification. It was the submission of the learned counsel that such is the consistent practice followed in the CSI. The learned counsel further submitted that if given an opportunity, he can place further material to substantiate the consistent practice. It is also the submission of the learned counsel that from April 2018, the Executive Committee is not validly constituted. The aforesaid submission is also supported by the learned counsel Ms. Zenia Irani appearing for Mr. Sanjay Mohapatra. The learned counsel Mr. Shriram Kulkarni, on the other hand, states that the Adhoc Nomination Committee conducted the elections for the years 2018-2019-2020 and that the same was done when Mr. Sanjay Mohapatra was the President.

7. However, having regard to the parameters within which I have been asked to finalise the Voters' List, as indicted above, the provisions of the Constitution and the Byelaws of the CSI assume primacy. In view thereof, I requested the learned counsel Mr. Ankit Lohia to point out the relevant provisions of the Constitution or the Byelaws which prescribe such a procedure. The learned counsel drew my attention to the provisions of the Constitution and the

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Byelaws which have been referred to in the earlier part of this Report. I have gone through the said provisions. I do not find that any such procedure as ingrained in the said provisions of the Constitution and the Byelaws as reflected in the email dated 28<sup>th</sup> February 2018 of Mr. Lakshamana Rao Padala.

8. The learned counsel Mr. Shriram Kulkarni appearing for the CSI also submitted that there is no procedure prescribed either by the Byelaws or the Constitution before a person is granted membership, at least not the procedure which has been stated in the email dated 28<sup>th</sup> February 2018 of Mr. Lakshamana Rao Padala. The said submission of Mr. Kulkarni is also endorsed by Mr. S. Mahalingam, one of the members of the three Member Committee, as well as Mr. Murlidhar Agarwal, one of the Ex-Presidents, who was the President between the years 2011 and 2012.
9. Having regard to the relevant provisions of the Constitution and the Byelaws governing the CSI\* referred to herein above, as also in view of the fact that both Mr. S. Mahalingam and Mr. Murlidhar Agarwal having stated that

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no procedure is required to be followed, it is not possible to accept the contention of the learned counsel Mr. Ankit Lohia that such of the members, who have not gone through a process of membership, cannot be included in the Voters' List. The upshot of the submission of Mr. Ankit Lohia was that the membership should be frozen at the figure of 7569 which was the figure as on 28<sup>th</sup> February 2018 and the persons who have become members between 1<sup>st</sup> March 2018 and till date cannot be included in the Voters' List.

10. The CSI is a Society established for the purposes of scientific and educational advancement of all aspects of theory, design and practice of Information Technology, including Computer Science, Computer Engineering and Technology and related Arts and Sciences. During the course of the present exercise, it was revealed to me that all top notch technical persons, viz. from IIT and Scientists connected with various Scientific Bodies of our country, are members of the CSI. The CSI is an All India Organization with its headquarters at Mumbai. Hence, it cannot be gainsaid that the CSI is one of the elite Scientific Societies

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of the country. Unfortunately, on account of the internal disputes, elections could not take place even though directed by the order dated 22<sup>nd</sup> April 2022 passed by the learned Single Judge (Smt. Bharati Dangre, J.) of the Hon'ble Bombay High Court and ultimately the need was felt to appoint a retired High Court Judge to finalise the List of Voters who can take part in the elections.

11. I was informed by Mr. S. Mahalingam that two experts have prepared a Voters' List on the basis of a database as on 28<sup>th</sup> February 2023. In terms of clause 4.6.3 of the Byelaws, the membership Register has to be updated twice a year, i.e. the first updation is to take place by 31<sup>st</sup> August and the second updation by 28<sup>th</sup> February of that particular year. I was further informed that the updation is done online and a physical Register is not maintained and Excel files are maintained. Since elections are a democratic process, having regard to the said fact, I am of the view that all those who are members of the CSI as on 28<sup>th</sup> February 2023 would be entitled to be included in the Voters' List. The said figure of 7569 members would undoubtedly be encompassed in the total members as on 28<sup>th</sup> February

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2023. Hence, I am of the view that it would be just and proper that all those persons who are members as on 28<sup>th</sup> February 2023 are given an opportunity to participate in the elections.

12. As indicated above, an attempt was made before me to contend that since the process for the grant of membership, as reflected in the email dated 28<sup>th</sup> February 2018, has not been followed, the persons who have become members between 1<sup>st</sup> March 2018 and 28<sup>th</sup> February 2023 cannot be included. In my view, for the conclusion that I have reached on the basis of the provisions of the Constitution and the Byelaws of the CSI, in respect of the need to follow any procedure before the grant of membership, such a contention as urged by the learned counsel Mr. Lohia would result in disenfranchising the persons who have become members between 1<sup>st</sup> March 2018 and 28<sup>th</sup> February 2023. The same would have the effect of taking away their right to participate in the elections.
13. It was brought to my notice and it has also come on record that prior to the elections of the year 2018, the KYC

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procedure was followed which is a procedure to carry out verification of the members who are on the Voters' List. It is pursuant to the said procedure that the figure was pruned down to 7569 from 13243 as on 28<sup>th</sup> February 2018. The learned counsel Mr. Lohia pointed out that the said procedure was prescribed by a decision taken in the General Body Meeting of the CSI dated 25<sup>th</sup> January 2017. In respect of the said procedure of KYC, reservations were expressed by Mr. Murlidhar Agarwal. The issue of complying with the KYC was a contentious issue before me and having regard to the mandate cast upon me, I was of the view that the same can be resolved before the Hon'ble High Court. In my view, though the Voters' List is to be prepared on the basis of the cut off date of 28<sup>th</sup> February 2023, undoubtedly some verification would have to be carried out of the persons who are on the said Voters' List. I have by observing as above only expressed my view as regards the necessity of carrying out such exercise which is with the sole objective of maintaining the sanctity and purity of elections.

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14. The learned counsel Mr. Ankit Lohia appearing for Respondent No.1 and Mr. Abraham Koshy submitted that in the compilation circulated by the CSI there are certain documents on the basis of which statements are made in the three notes submitted by the CSI today which tantamount to allegations made against his clients i.e. Mr. Gautam Mahapatra and Mr. Abraham Koshy. Upon this, the learned counsel Mr. Shriram Kulkarni appearing for the CSI, who has submitted the said three notes with Annexures, stated that the said notes have been submitted in response to the queries which have been mentioned in the Minutes of the Meeting dated 11<sup>th</sup> April 2023. He further states that no such allegations are made. Be that as it may, I have not gone through the said notes and thereby the allegations. Needless to state that having regard to the mandate cast upon me, it is not necessary for me to go into any such allegations, if made, and comment upon them.
15. Whilst the dictation of the instant Report was nearing its end, the learned counsel for the parties, i.e. Mr. Ankit Lohia, Mr. Shriram Kulkarni and parties themselves whose names are appearing in the cause title, informed that they are

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agreeable to the process of verification of the persons whose names are appearing in the Members List through a process of KYC. Insofar as the learned counsel Mr. Lohia is concerned, he submitted that the aforesaid concession made by him is without prejudice to the rights and contentions of his clients Mr. Gautam Mahapatra and Mr. Abraham Koshy in respect of other issues. In view of the fact that there is a consensus amongst the parties as regards the said process of verification through KYC, the same can be adopted in respect of the persons who are in the Voters' list. The said process of verification through KYC would be carried out expeditiously and latest by 15<sup>th</sup> June 2023 by the agency who is entrusted with the job of preparation of the Voters' List and whose names are appearing in the below mentioned paragraph. The said agency would be at liberty to fix the modality / mechanism for carrying out the aforesaid exercise.

16. The CDSL and in the alternative the firm of Chartered Accountants M/s Haribhakti & Co. LLP or M/s Bansi Mehta & Co. are requested to prepare the Voters' List of the CSI as on 28<sup>th</sup> February 2023. After carrying out the exercise of

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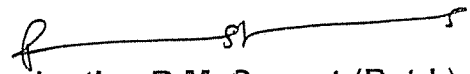
verification, as stated hereinabove, the concerned agency to thereafter submit the Voters' List to me latest by 1<sup>st</sup> July 2023. The said Voters' List would indicate all those members who have not complied with the KYC. The total members who have complied with the KYC and those who have not so complied be mentioned at an appropriate place in the Voters' list to be submitted to me. For the aforesaid exercise, the CSI to render all the necessary assistance by way of forwarding the database in respect of the members as on 28<sup>th</sup> February 2023 by email or such other mode as would be required by the concerned agency latest within one week of the requisition made by the said agency.

17. Insofar as the professional charges of the agency are concerned for preparation of the Voters' List, the CSI would bear the said expenses. The negotiations and the final decision in respect of the appointment of the agency would be taken by the three Member Committee, i.e. Mr. S. Mahalingam, Mr. N. Anand Rao and Mr. Abraham Koshy, and if there is no unanimity amongst the Members of the said Committee, then the decision would be that of the majority of the members of the said Committee.

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18. The learned counsel Ms. Zenia Irani appearing for Sanjay Mohapatra states that she would like to give the clarification in respect of the query raised in paragraph 6 of the Minutes of the Meeting dated 11<sup>th</sup> April 2023 (originally in the Minutes of the Meeting dated 29<sup>th</sup> March 2023). In the light of the decision in respect of the cut off date fixed by me, I do not feel the necessity of any such clarification.

Submitted for perusal and kind consideration of the Hon'ble High Court.



Justice R.M. Savant (Retd.)  
Former Judge, High Court of Bombay

17<sup>th</sup> April 2023