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PROTECTION OF MINORITY SHAREHOLDERS: A LEGAL ANALYSIS IN INDIA

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ABSTRACT

The protection of minority shareholder rights has become increasingly significant in India's evolving corporate landscape, where strong governance and transparency are essential for maintaining investor confidence. With rapid economic growth and rising foreign investment, safeguarding minority shareholders who often lack the power to influence corporate decisions has gained renewed importance. The Companies Act, 2013 serves as the primary legal framework for protecting minority interests, outlining their fundamental rights and providing remedies against oppression and mismanagement. Through provisions that allow shareholders to approach the National Company Law Tribunal (NCLT), the Act offers effective mechanisms to challenge unfair practices by majority shareholders or corporate management.

Despite the strength of the statutory framework, practical challenges continue to limit its effectiveness. Lengthy procedures, complex litigation processes, and delays in dispute resolution often discourage minority shareholders from seeking remedies. Additionally, limited awareness of legal rights and available protections further contributes to their vulnerability within corporate structures. This paper argues that while India's legal system provides substantial protections on paper, these protections require more efficient implementation. Strengthening regulatory oversight, simplifying procedures, accelerating dispute resolution, and increasing awareness can enhance the system's effectiveness. Doing so will promote a more equitable and transparent corporate environment that upholds the rights and interests of all shareholders.

Key words: Minority shareholder, Oppression and Mismanagement, Fundamental rights, Shareholder rights.

INTRODUCTION

Minority shareholders are important for the growth and financial stability of a company. But even though they invest in the company, they usually have very little power in making decisions because majority shareholders hold most of the voting rights. This can sometimes lead to unfair treatment, misuse of power, or decisions that benefit only the majority group. To protect minority shareholders from such problems, the Companies Act, 2013 provides

several legal safeguards. Important sections like 241, 242, 244, and 245 which are all part of Chapter XVI (Prevention of Oppression and Mismanagement) allow minority shareholders to complain against oppression, stop mismanagement, and even file class action suits when necessary. These laws make sure their rights are not ignored and that corporate decisions are fair. This study aims to understand these protections and examine how well they work in real business situations. It looks at how

the laws are used and whether they truly help minority shareholders when issues arise in companies.

1. CONCEPTUAL FRAMEWORK

Minority shareholders in a company are individuals or entities who own less than a controlling interest (i.e., less than 50% of the share capital in India). Because they do not possess a controlling stake, they lack control over the company's management and are generally in a disadvantaged position compared to shareholders who hold a majority stake.⁴⁴¹

In corporate governance, voting power is typically linked to the number of shares owned. Since minority shareholders hold fewer shares, their ability to influence key decisions such as the appointment of directors, approval of major transactions, or changes to company policies is limited. They usually cannot change or block resolutions on their own and must rely on the support of other shareholders to impact the outcome of important decisions.

This situation arises because majority shareholders hold enough voting power to make corporate decisions, often leading to outcomes that do not serve the interests of the minority shareholders. This inherent imbalance of power places minority investors at risk. Consequently, there is a critical need for legal frameworks and corporate governance safeguards (such as mandatory fair transaction rules and strong board oversight) to ensure that minority shareholders are treated equitably and their fundamental rights are protected against potential exploitation by the majority.

1.1 Need for Protection

The protection of minority shareholders is essential to ensure fairness and accountability within a company.⁴⁴² Since majority shareholders and company management typically control most decision-

making powers, there is a risk that they may misuse this authority in ways that harm minority shareholders. Without proper safeguards, minority shareholders may become vulnerable to various forms of oppression, such as exclusion from important decisions, diversion of company assets, unfair allotment of shares, or manipulation of corporate policies for the benefit of the majority group.⁴⁴³

Such practices can lead to significant financial losses, weaken trust in the company's governance structure, and undermine the principle of shareholder democracy, which requires that all shareholders regardless of the size of their shareholding are treated fairly. Effective protection of minority shareholders is also important from an economic and developmental perspective. When investors have confidence that their rights will be respected and that legal remedies are available in cases of misconduct, they are more willing to invest.⁴⁴⁴

This increased investor confidence, including from foreign investors, contributes to greater capital inflow, improved market stability, and overall economic growth.⁴⁴⁵

Therefore, establishing strong legal protections and corporate governance mechanisms is crucial not only for safeguarding minority shareholders but also for promoting transparency, accountability, and long-term economic development.

1.2 Types of minority shareholders protection

Indian law offers various crucial safeguards to protect minority shareholders and mandate fair corporate management. These protections primarily fall into the following categories:

⁴⁴¹ Protecting Minority Shareholder Rights, Int'l J.L. Mgmt. & Human, <https://ijlmh.com/wp-content/uploads/Protecting-Minority-Shareholder-Rights.pdf> (last visited Nov. 27, 2025)

⁴⁴² Companies Act, 2013, s241 (India), 2013

⁴⁴³ Umakanth Varottil, Minority Shareholder Protection in India, SSRN Paper No. 2956306 (2017), <https://ssrn.com/abstract=2956306>

⁴⁴⁴ Securities and Exchange Board of India (SEBI), Report of the Committee on Corporate Governance 8–9 (2017), <https://www.sebi.gov.in>

⁴⁴⁵ World Bank, Investor Protection and Capital Market Development 5–6 (2019), <https://www.worldbank.org>

i. Shareholder democracy provisions

These rules help minority shareholders take part in the company's decision-making process. Companies must hold annual general meetings, and minority shareholders have the right to vote on important issues like choosing directors and auditors. This helps prevent majority shareholders from making all decisions on their own.⁴⁴⁶

ii. Protection against oppression and mismanagement

If minority shareholders feel that the company is being run in an unfair, oppressive, or harmful way, they can approach the National Company Law Tribunal (NCLT). The law allows them to seek relief when majority shareholders misuse their power or mismanage the company's affairs. This provides an important remedy against abuse.⁴⁴⁷

iii. Insider trading and disclosure rules

To protect minority shareholders, companies must share accurate and timely information about their operations. Insider trading laws prevent directors and other insiders from using confidential information for personal profit. These rules ensure fairness and transparency in the company.⁴⁴⁸

iv. SEBI regulations for listed companies

The Securities and Exchange Board of India (SEBI) has established supplementary rules for companies traded on the stock exchange to provide enhanced protection for minority shareholders. These provisions mandate safeguards such as placing independent directors on the board, enforcing rigorous disclosure requirements for transparency, and ensuring equitable practices are maintained across the stock market. Collectively, these regulations are

designed to curb the potential for majority shareholders to engage in actions detrimental to the interests of minority investors.⁴⁴⁹

1.3. Shareholder Rights under the Companies Act, 2013

i. Right to information

Under section 101 of the Companies Act, 2013 minority shareholders can access relevant and timely information about the company's financial performance, operations, and strategic plan, as regular updates, on major corporate developments and decisions.⁴⁵⁰

ii. Right to vote

Minority shareholders holding common shares are entitled to vote on key corporate matters like electing board members, mergers and acquisitions, and amending governing documents, rights generally not extended to preferred stockholders.⁴⁵¹

iii. Appointment of Directors:

The appointment of directors requires a resolution passed by the shareholders, and investors retain the right to challenge any such resolution at the general body meeting.⁴⁵²

iv. Right to Dividend:

Minority shareholders are unquestionably entitled to receive company dividends in proportion to the amount of shares they own.⁴⁵³

2. LEGAL FRAMEWORK IN INDIA

2.1. Companies Act, 2013:

The Companies Act, 2013 encompasses legal provisions governing the constitution,

⁴⁴⁶ Companies Act, 2013, §§ 96–122 (India).

⁴⁴⁷ Companies Act, 2013, §§ 241–244 (India).

⁴⁴⁸ SEBI (Prohibition of Insider Trading) Regulations, 2015, r. 4 (India).
Companies Act, 2013, §§ 128–137 (financial disclosures).

⁴⁴⁹ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, r. 17 (India).

⁴⁵⁰ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, r. 17 (India).⁴⁵⁰

⁴⁵¹ Legal Rights of Minority Shareholders: Protections and Remedies, M&A COMMUNITY, <https://mnacommunity.com/insights/legal-rights-minority-shareholders/> (last visited Nov. 26, 2025).

⁴⁵² Amar Ramchandra Rite & Anu Solanki, Protection of Rights of Minority Shareholders: Critical Analysis, 9 INT'L J. CREATIVE RES. THOUGHTS g275 (2021), <https://ijcrt.org/papers/IJCRT2107678.pdf>.

⁴⁵³ Arohana Legal Advocates, Laws Governing Minority Shareholders in India, LinkedIn (Month Day, Year), <https://www.linkedin.com/pulse/laws-governing-minority-shareholders-india-arohana-legal-advocates-vg0tc>.

processes, and meetings of the board, as well as rules concerning independent directors, audit committees, general meetings, related party transactions, and disclosure requirements in financial statements, among other areas.⁴⁵⁴

2.2. Protection Against Oppression and Mismanagement

The Companies Act, 2013 provides critical safeguards against oppression and mismanagement for minority shareholders, primarily through legal mechanisms enforceable by the National Company Law Tribunal (NCLT).

2.3. NCLT Jurisdiction and Rights

Complaints of Oppression and Mismanagement (Sections 241 & 244): The right to file a complaint lies with the "members," provided they meet the minimum eligibility requirements specified in Section 244 (i.e., holding a minimum amount of share capital). Section 241 grants the NCLT the equitable jurisdiction necessary to protect minority shareholders from exploitation or mismanagement by the majority.

NCLT's Advisory Power: Section 408 grants the NCLT the authority to undertake advisory law (i.e., providing guidance or directions).

2.4. Shareholder Actions and Requisitions

The company's articles permit shareholders who collectively possess at least 10% of the company's total voting power to submit a formal demand, known as a requisition, to the board of directors, thereby compelling the board to call for and convene a General Meeting. This mechanism ensures that a significant minority of shareholders have the power to force a meeting to address critical issues.⁴⁵⁵

2.5. Institution of Class Action Suits (Section 245):

A group of people with a common interest may file a class action suit with the NCLT under Section 245. This suit can be initiated upon the request of one hundred members or 5% of the total members (whichever is less). For unlimited companies, the requirement is any member owning at least 5% of the issued share capital.⁴⁵⁶

2.6. The Securities and Exchange Board of India (SEBI):

The securities and Exchange Board of India (SEBI), as the primary regulator of the Indian securities market, plays a crucial role in protecting the rights of shareholders in listed companies by ensuring transparency and fairness.

SEBI's mandate is executed through a comprehensive regulatory framework:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR): These rules mandate strict disclosure norms and the inclusion of independent directors on company boards, ensuring shareholders are well-informed. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST) (The Takeover Code): This regulation protects minority shareholders during corporate takeovers by requiring open offers at fair prices, guaranteeing equitable treatment.

The SEBI (Issue of Capital and Disclosure Requirements) Regulations (ICDR) : This rule establish the regulatory framework for public issuances, requiring issuers to adhere to stringent standards of price transparency and the disclosure of all material facts essential for informed investor decision-making. Furthermore, SEBI implements reforms like stewardship codes for large investors and mandatory voting disclosures by mutual funds to increase transparency and align corporate

⁴⁵⁴ . Shreyansh Sharma, Legal Provision for Protection of Minority Shareholders, 11 TIJER INT'L RES. J. a255 (Nov. 2024), <https://tijer.org/tijer/papers/TIJER2411032.pdf>.

⁴⁵⁵ Companies Act, 2013, § 100(2) (India).

⁴⁵⁶ PROTECTION OF MINORITY SHAREHOLDERS UNDER COMPANIES ACT 2013, THE LAW LITERATES (Jan. 2, 2025), <https://thelawliterates.com/protection-of-minority-shareholders-under-companies-act-2013/> (last visited Nov. 27, 2025).

decisions with long-term shareholder interests.⁴⁵⁷

2.7. Enhanced Corporate Governance (SEBI Regulations):

Listed companies are subject to additional governance requirements under SEBI's regulatory framework, including rules on independent directors, audit committees, related-party transactions, disclosure norms, and minority rights in corporate decision-making. These mechanisms operate alongside the Companies Act to minimize managerial abuse and ensure transparency.⁴⁵⁸

3. PROBLEMS FACED BY MINORITY SHAREHOLDER PROTECTION IN INDIA

Despite India's Companies Act, 2013, and SEBI regulations establishing a robust legal framework, the protection of minority shareholders continues to face significant practical challenges that undermine investor confidence and the efficacy of corporate governance.⁴⁵⁹

3.1. Issues in Legal and Judicial Redress

i. Lengthy Legal Delays:

Cases concerning oppression, mismanagement, and class action suits often suffer from considerable delays in tribunals like the National Company Law Tribunal (NCLT) and the National Company Law Appellate Tribunal (NCLAT).⁴⁶⁰ These protracted legal battles discourage minority investors from seeking timely redress, effectively weakening their protection.

ii. Prohibitive Litigation Costs:

The high cost of legal action in India is a major barrier, especially for small,

individual investors.⁴⁶¹ Minority shareholders often lack the financial resources to pursue expensive remedies against well-funded majority stakeholders or management.

iii. Underutilization of Class Action Suits:

Although the law provides for class action suits (Section 245, Companies Act, 2013) as a powerful mechanism, they are seldom initiated due to complex procedures, lack of precedent, and the fear of retaliatory action.⁴⁶²

3.2. Awareness and Governance Deficiencies

i. Low Investor Awareness and Literacy:

A significant number of minority shareholders, particularly retail investors, are not fully aware of their rights under corporate and securities laws.⁴⁶³ Limited financial literacy and poor access to appropriate legal counsel prevent them from effectively asserting these rights.

ii. Lack of Independent Directors' True Objectivity:

While independent directors are intended to safeguard minority interests, their appointments are frequently influenced by majority shareholders. This inherent conflict compromises their true independence and objectivity in crucial decision-making.⁴⁶⁴

3.3. Regulatory and Enforcement Weaknesses

i. Weak Enforcement of Related Party Transaction (RPT) Norms:

RPTs can be structured to unfairly benefit promoters or majority shareholders at the expense of minority investors. Despite SEBI's requirement for minority shareholder approval for material RPTs, monitoring and enforcement remain insufficient in many companies.⁴⁶⁵

⁴⁵⁷ Ansh Goel & Sonia Rajoria, Understanding Shareholder Rights in India: Legal Framework, Developments, and Challenges, 7 INT'L J. MULTIDISCIPLINARY RES. 1 (May–June 2025), <https://www.ijfmr.com/papers/2025/3/43880.pdf>.

⁴⁵⁸ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India Act, 1992

⁴⁵⁹ Companies Act, 2013, No. 18 of 2013, Gazette of India (India); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

⁴⁶⁰ National Company Law Tribunal Rules, 2016; See also Umakanth Varottil, Minority Shareholder Protection in India, 12 J. CORP. L. STUD. 29 (2015).

⁴⁶¹ Vikramaditya Khanna, The Costs and Challenges of Shareholder Litigation in India, 3 IND. J. L. & ECON. 45 (2010).

⁴⁶² Companies Act, § 245 (India).

⁴⁶³ SEBI, Investor Survey 2021: Assessment of Retail Investor Awareness in India (2021)

⁴⁶⁴ Umakanth Varottil, The Evolution of Independent Directors in India, 6 NUS L. Working Paper (2019).

⁴⁶⁵ SEBI (LODR) Regulations, 2015, regs. 23–24.

ii. **Persistent Market Misconduct:**

Practices like insider trading and selective disclosure of sensitive information continue to occur despite SEBI regulations, placing minority shareholders at a distinct disadvantage.⁴⁶⁶

iii. **Insufficient Penalties:**

Penalties for non-compliance with minority protection norms are often not stringent enough to act as a significant deterrent against misconduct by companies or majority stakeholders.⁴⁶⁷

In summary, while the legal framework is advanced, the full realization of minority rights in India is hampered by practical issues related to the accessibility of justice, investor awareness, boardroom practices, and regulatory enforcement. Addressing these challenges is vital for strengthening India's corporate governance structure and fostering greater investment trust.⁴⁶⁸

4. RECOMMENDATION FOR IMPROVING MINORITY SHAREHOLDER PROTECTION

Protecting minority shareholders in India is difficult because even though laws exist, they are often hard to put into action and enforce. To fix this, we need several changes:

First, laws need clearer rules about what rights minority shareholders have (like getting information, participating in decisions, and being protected from unfair treatment). This includes making sure there are independent directors on company boards to monitor the main shareholders and imposing higher fines for companies that don't share required information.

Second, company governance must improve by having better boards (with more independent directors), setting up key committees (audit, nomination), being open about executive pay, and giving shareholders

more say in hiring and firing directors. Third, shareholders must become more active by using proposals to suggest changes, getting more voting power on big decisions (like mergers), and using social media to organize. Finally, the government and regulators are essential; they must strictly enforce the rules, ensure shareholders get accurate information, create specialized courts for quick dispute resolution, and provide more funding to enforcement agencies. Overall, while a legal foundation is in place, we need these reforms across legal, corporate, and regulatory areas to ensure better protection and stronger shareholder democracy.⁴⁶⁹

5. CONCLUSION

The protection of minority shareholders remains a cornerstone of India's corporate regulatory framework. As minority investors often lack the capacity to influence managerial decisions, the law plays a crucial role in safeguarding their interests and ensuring equitable treatment. The Companies Act, 2013 significantly strengthened this protection by introducing comprehensive remedies against oppression and mismanagement, facilitating class action suits, and enhancing access to corporate information. These statutory mechanisms, supported by the adjudicatory role of the National Company Law Tribunal (NCLT), provide minority shareholders with effective avenues for redress. Additionally, SEBI's corporate governance regulations further reinforce transparency, accountability, and ethical conduct within listed companies. Together, these legal and regulatory measures contribute to a more robust governance environment, promote investor confidence, and ensure that minority shareholders are not marginalized within the corporate structure.

⁴⁶⁶ SEBI (Prohibition of Insider Trading) Regulations, 2015.

⁴⁶⁷ SEBI Act, 1992, § 15HA; See also Sandeep Parekh, Enforcement and Penalties in Indian Securities Law, 4 L. & FIN. REV. 112 (2018).

⁴⁶⁸ Organisation for Economic Co-operation & Development (OECD), Corporate Governance in India (2020)

⁴⁶⁹ Protecting Minority Shareholder Rights, Int'l J.L. Mgmt. & Human., <https://ijlmh.com/wp-content/uploads/Protecting-Minority-Shareholder-Rights.pdf> (last visited Nov. 27, 2025)