

THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH : C-I

Item No. 65

CP No.: 140/MB/2022

Under Section 441 of the Companies
Act, 2013.

In the matter of

**1. Valuable Building Structures
Private Limited**

158, Dani Corporate Park, CST Road,
Kalina, Santacruz (East) Mumbai
Mumbai 400098

2. Ms. Kirti Dhanpal Bhawsar

3. Mr. Arrel Herald Furtado

.. Petitioners

v/s

Registrar of Companies, Mumbai

.. Respondent

Order delivered on 04.10.2023

Coram:

Shri Prabhat Kumar
Hon'ble Member (Technical)

Justice Shri V.G. Bisht
Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Petitioner : None

For the RoC :

ORDER

It is a Company Petition filed on 24.03.2023 under Section 441 of Companies Act, 2013 by **Valuable Building Structures Private Limited** for compounding the default u/s Section 96 & 99 of the Companies Act, 2013 committed by the Company and its Directors.

Applicants in Default:

1. Valuable Building Structures Private Limited - Company
2. Ms. Kirti Dhanpal Bhawsar - Ex Additional Director
3. Mr. Arrel Herald Furtado - Director

Section Violated:

Section 166 of the Companies Act r/w Section 96 of the Companies Act, 2013.

Nature of Violation:

1. As per the submission made in the Report of Registrar of Companies, Mumbai and from the submissions made in the Compounding Application, it is observed that Company has not held the Annual General Meeting for the Financial Years 2010-11 to 2012-13 and 2015-16 to 2016-17 under the provisions of Section 166/96 of the Companies Act, 1956 and 2013 within in prescribed time.
2. For the Financial Years ended 31.03.2011, 31.03.2012, 31.03.2013, the Annual General Meetings could not be held within the period specified in Section 166 of the Companies Act, 1956 since, the Financial Statements of the Company were not audited within the prescribed time limit under the

Companies Act, 1956. The Financial Statements of the said financial years were audited and thereafter, the Annual General Meetings, were held on 28.01.2013, 05.08.2013 and 19.02.2014, respectively. For the Financial Years ended 31.03.2016 and 31.03.2017, the Annual General Meetings could not be held within the period specified in Section 96 of the Companies, Act, 2013 since the Financial Statements of the Company were not audited within the prescribed time limit under the Companies Act, 2013. The Financial Statements of the said Financial years were audited and thereafter, the Annual General Meetings were held on 20.11.2017 and 21.06.2018 respectively.

3. The Applicant submits that for the Financial Year ended 31.03.2016, the Annual General Meeting could not be held within the period specified above since the Financial Statements of the Company were not audited within the prescribed time limit under the Companies Act, 2013. The Financial Statements for the Financial Year ended 31.03.2016 were audited and the Annual General Meeting for the said financial year were held after a delay of 417 days. Post the Annual General Meeting, the filing of the Financial Statements and the Annual Return for the financial year ended 31.03.2016 were filed within the respective deadlines specified under the Companies Act, 2013
4. The Company has thereby violated the provisions of Section 166 of the Companies Act, 1956 and Section 96 of the Companies Act, 2013.

5. As per the provisions of Section 96 of the Companies Act, 2013, the Applicant Company was required to place the Balance Sheet and Statement of profit & loss account at the Annual General Meeting of the Members of the Company and conduct Annual General Meeting within 6 months from the end of the Financial Year.

Sr. No.	Financial year	Due date for AGM	Date of AGM	No. of delay in convening AGM
1.	2010-11	30.09.2011	28.01.2013	486
2.	2011-12	30.09.2012	05.08.2013	309
3.	2012-13	30.09.2013	19.02.2014	142
4.	2015-16	30.09.2016	20.11.2017	416
5.	2016-17	30.09.2017	21.06.2018	264

6. The Registrar of Companies, Mumbai forwarded the compounding application vide his letter No. ROC/441/KA/2022/02 and the same is accompanied to the Company Petition No. 140/441/NCLT/ MB/2022.
5. We have gone through the Petition of the Petitioners and the report submitted by the Registrar of Companies, Mumbai and also the submissions made by the Ld. Counsel for the Petitioners at the time of hearing and noted that petition made by the petitioners for compounding of offence committed under Section 96 of the Companies Act, 2013 r/w Section 166 of the Companies Act 1956, merits consideration.

7. Having regard to the facts and circumstances of the case, the offence committed under Section 96 of the Companies Act, 2013, as stated and explained above in first para is compounded against the Petitioners, on payment of fine imposed u/s 168 of Companies Act, 1956 & Section 99 of the Companies Act, 2013 to Rs.1,00,000/- by the company and Rs.50,000/- each by Directors of the company totaling to Rs.**2,00,000/-** (Rupees Two Lakh only). The remittance shall be made to the “Bharatkhoosh” account in favour of “Pay and Accounts Officer, Ministry of Corporate Affairs, Mumbai”. The directors should pay the penalty from their respective personal accounts. The Registrar of Companies, Mumbai is hereby directed to take further action as provided under Section 621A(3)(c)(d) of the Companies Act, 1956 read with Section 441 (3)(c) (d) of the Companies Act, 2013. The RoC shall give effect of this Order only after perusal of the Compliance report of compounding fine imposed.
5. Accordingly, the Company Petition (C.P.:140(MB)/2022) is hereby **allowed**.

Sd/-

Prabhat Kumar
Member (Technical)

Sd/-

Justice V.G. Bisht
Member (Judicial)