

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, COURT - V**

**CP No.: /238/NCLT/MB/2021**

Under section 441 of the Companies Act, 2013

In the matter of

**COGENCIS INFORMATION SERVICES  
LIMITED**

Having its Registered Office at :- Ashok Silk  
Mills Compound, 202 L.B.S Marg Ghatkopar  
West, Mumbai- 400086

.... Petitioner No. 1 Company

**PANKAJ BHIMAJI AHER (DIN:06463607)**

COE & Whole Time Director

Residing at 604, Sovereign CHS, Central  
Avenue, Hiranandani Gardens, Powai  
Mumbai -400076

... Petitioner No.2

**KALYANRAM KODAKALLA (DIN: 06463585)**

Whole Time Director

Flat No. 2804/A/B, 28<sup>th</sup> Floor, "Torino",  
Hiranandani Gardens, Powai Mumbai- 400076

... Petitioner No.3

**V/s**

**REGISTRAR OF COMPANIES,  
MUMBAI**

'Everest' Building, 100, Marine Drive,  
Mumbai- 400002.

**Order Dated:03.07.2024**

**Coram:**

Reeta Kohli  
Member (Judicial)

Madhu Sinha  
Member (Technical)

**Appearances(VC):**

For the ROC: Ms. Rutuja Banker

**ORDER**

1. This Compounding Petition is filed by the Petitioner under Section 441 of the Companies Act, 2013, for compounding of the offence committed under Section 134(3)(o) read with Section 135 of the Companies Act, 2013 (hereinafter referred to as “the Act”) wherein it was found that the Petitioner Company and its Directors have failed to disclose the details of the Corporate Social Responsibility (‘CSR’) policy in the Board’s Report for FY 2014-15 and FY 2015-2016, thereby committing an offence punishable u/s 134(8) of the Companies Act, 2013.
2. The Petitioner Company was incorporated on 18.09.2006 with CIN U92120MH2006PTC164692 Authorized Share Capital of Rs.6,00,00,000/- Equity shares of Rs. 2/- each. The issued, subscribed and Paid up Share Capital is Rs. 2,56,59,810/- equity shares of Rs. 2/- each.
3. The copy of the Annual Reports for the year ended for FY 2014-2015, FY 2015-2016 and FY 2019 -2020 are annexed to the petition. The

Company is regular in filing its Annual Accounts with the Registrar of Companies (RoC) till date.

4. The main object of the Petitioner Company is, inter-alia, to carry on the business of as proprietors, manager's producers, distributors, exhibitors, importers, exporters, demonstrators and representation of motion pictures including feature films, short films, promotional films and documentary films, television commercials, T.V. serials, films, multimedia, interactive T.V. video.
5. The Petitioner /Defaulters herein have filed Form GNL-1 vide SRN No. R69892347 filed on 04.11.2020 thereby admitting the violation of 134(3)(o) read with Section 135 of the Companies Act, 2013.
6. The Petitioner Company has not received any show cause notice from regulatory authority under this section. However, during the course of recent review of overall compliances of company, it was noticed that the company had made an error of interpretation under the section 134(3)(o). Hence the Petitioner company and the officers in default of the company made this application to compound the offence **suo moto**, on account of such non-compliance and violation with the provision of section 134(3)(o) of the Companies Act, 2013.
7. The RoC Mumbai have filed their report/comments. According to the RoC report, the Petitioner Company and its Directors are found to have violated the provisions of Section 134(3)(o) r.w. Section 135 of the Companies Act, 2013. The said offence is to be compounded by imposing fine under Section 134(8) of the Companies Act, 2013 where the amount of fine to be imposed on the company shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and

every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to 3 years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both. Hence, in view of the provisions contained in Section 441, sub-section (1) read with sub-section (6), the offence is compoundable.

8. This Bench has gone through the pleadings on record and the submissions made by the Representative for the Petitioners / Defaulters herein and is accordingly of the considered view that, the Petitioners /Defaulters herein have violated the Provision of Section 134(3)(o) r.w. Section 135 of the Companies Act, 2013 and for the said violation, the punishment is provided u/s 134(8) of the Companies Act, 2013. The extracts of the Sections which are relevant in this case are as follows:

**Section 134(3)(o): -**

*Sec.134(3)- There shall be attached to statements laid before a company in general meeting, a report by its Board of Directors, which shall include- (o) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;*

**Section 134(8) Penalty (As stood before the Companies (Amendment) Act, 2020**

*“134(8)- If a Company contravenes the provisions of this section, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.”*

13. Hence, the penalty for the defaulters for the default occurred in the year 2014-15 and 2015-16 is:-

S.No	Name of the Offender	Maximum Fine (in INR) for 2014-15	Maximum Fine (in INR) for 2015-16	Total
1.	Congencis Information Services Limited	Rs. 20,000/-	Rs. 20,000/-	Rs.40,000/-
2.	Mr. Pankaj Bhimaji Aher	Rs. 20,000/-	Rs. 20,000/-	Rs.40,000/-
3.	Kalyanram Kodakalla	Rs. 20,000/-	Rs. 20,000/-	Rs.40,000/-
			<b>Total</b>	<b>Rs. 1,20,000/-</b>

14. Further, as to the issue with regards to restriction on the power of the ‘Regional Director’ and the ‘authorized officers of the Central Government’ permitting to compound the offences wherein the maximum amount of fine does not exceed Rupees Twenty-Five Lakhs, Hon’ble NCLAT in the matter of “Magnon Solutions Pvt. Ltd & Ors. V/s Registrar of Companies” has held that no such fetter has been put on powers of the Tribunal, which is the main forum for compounding of offences. The other forum of ‘Regional Director’ and ‘Officer of the Central Government’ being alternative but restricted by the extent of quantum of punishment, the Tribunal has all the powers to compound all the offences irrespective of any pecuniary limit. The Tribunal has been conferred with all powers to compound the offence irrespective of the limit of fine. Hence, the present Petition can be compounded.
15. On examination of the circumstances as discussed above, this Tribunal is of the view that a **Compounding Fee of INR 40,000/-** (Rupees Forty Thousand Only) **by the Petitioner Company** and a fee of **INR 40,000/-**

**each by the two Directors** named hereinabove, thus, totaling to **INR1,20,000/- (Rupees One Lakh Twenty Thousand Only)** shall be sufficient as a deterrent for not repeating the impugned default in future.

16. The remittance shall be made in favour of "Pay and Accounts Officer, Ministry of Corporate Affairs, Mumbai". The Registrar of Companies, Mumbai is hereby directed to take further action as provided under Section 441 of the Companies Act, 2013. The RoC shall give effect to this Order only after perusal of the Compliance report with the cost imposed.
17. Accordingly, the Petition bearing **No. 238/MB/2021** is hereby allowed on the terms directed above. Needless to mention, the offence shall stand compounded subject to the remittance of the Compounding Fee imposed.

**SD/-**  
**MADHU SINHA**  
**MEMBER TECHNICAL**  
/Aakansha/

**SD/-**  
**REETA KOHLI**  
**MEMBER JUDICIAL**