

**NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH
MUMBAI, COURT-III**

ORDER SHEET OF THE HEARING ON 22nd MARCH, 2024, 10:30 A.M.

C.P. 118/2023

**Present: 1. Hon'ble Member (Judicial), Shri H.V. Subba Rao
2. Hon'ble Member (Technical), Ms. Madhu Sinha**

Name of the Company	CCS (INDIA) Private Limited V/s. Registrar of Companies Mumbai.
Under Section	441

For Petitioner (s) : Ms. Shruti Pednekar, Adv.

For Respondent (s) : RoC Mumbai.

ORDER

Ms. Shruti Pednekar counsel appearing for the applicant along with RoC Mumbai i.e. respondent are present. Both sides reported no objection for the pronouncement of order by this Bench without fresh hearing.

Accordingly, the order is pronounced in the open Court vide separate order. In the result, the above CP is **allowed** and **disposed of**.

Detail order follows:

Sd/-
Ms. Madhu Sinha
Member (Technical)

Sd/-
H.V. Subba Rao
Member (Judicial)

**IN NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH – COURT-III**

CP No. 118/MB/C-III/2023

Under section 441 of the Companies Act, 2013

In the matter of

CCS (INDIA) Private Limited,

CIN: U74120MH2010FTC208506

A company incorporated under the Companies Act, 1956 and having its registered office at B-7, Om Parahwanath Apartments, Desai & Sheth Ngar, Sai Baba Nagar, Borivali(W), Mumbai-400 092,

.... Applicant Company/ Petitioner

Mr. Sankara Rao Kokkera,

Flat No. C-802, 8th Floor, Kanakia Sevens,
Maraol, Off Andheri- Kurla Road, Near Times
Square Building, Andheri (E),
Mumbai- 400 059.

.... Applicant No. 2

Versus

Registrar of Companies, Mumbai

having registered office at Everest, 5th Floor, 100
Marine Drive, Mumbai- 400 002.

...Respondent

Order Dated: 22.03.2024

Coram:

Hon'ble Mr. H V Subbha Rao, Member (Judicial)

Hon'ble Ms. Madhu Sinha, Member (Technical)

Appearance:

For the Petitioner: Shruti Kelji- Pendnekar, Advocate.

For Respondent:

Per: Ms. Madhu Sinha, Member (Technical)

ORDER

1. This present Company Petition has been filed by the **CCS (INDIA) Private Limited** (hereinafter referred as "**Petitioner**") under Section 441 of the Companies Act, 2013 (hereinafter referred as "**Act**") for compounding the offence pertaining to failure in holding the Annual General Meeting in accordance with the Section 96 of the Companies Act, 2013 from the financial year 2016-2017 to 2017-2018.
2. The Company was incorporated on 01.10.2010, under the provisions of the Companies Act, 1956 vide CIN No. U74120MH2010FTC208506 as a Private Company, within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai. The Authorized Share Capital of the Company is Rs. 10,00,000/- (Ten Lakh) divided into 1,00,000/- equity shares of Rs. 10 (Ten) each. The paid-up share capital of the Company is Rs. 10,00,000 (Rupees Ten Lakh Only) divided into 1,00,000 Equity shares of Rs. 10 (Ten) each. The Company is engaged in the business of providing inspection acting as surveyors and classification of mercantile shipping.
3. It is submitted that the Annual General Meeting of Financial Year 2015-

2016 was convened on 30.09.2016. However, due to managerial issues the Company failed to conduct its Annual General Meeting of Financial Year 2016-2017 within the statutory period given under the Companies Act, 2013 and its compliance, which resulted into delay in convening the AGM for Financial Year 2017-2018. The Company even failed to seek extension before appropriate authority. The Default is as follows:

Sr No.	Financial Year	Due Date for AGM	Date of AGM Held on	No. days delay in convening AGM
1.	2016-2017	30.09.2017	06.09.2019	705
2.	2017-2018	30.09.2018	10.09.2019	344

4. It is submitted that the Applicant herein has filed a SUO MOTO Application to the ROC, Mumbai wherein the Petitioner informed the Respondent vide Form GNL-1 under SRN No. T77895373 dated 09.02.2022, thereby admitting the violations of Section 166 of the Companies Act, 1956 and Section 96 of the Companies Act, 2013. The Office of the Registrar Mumbai vide letter No.ROC(M)/441/2022/8462 dated 01.06.2022, replied to the Application of Applicant directing to file Compounding Application under section 96 with the Hon'ble NCLT, Mumbai Bench and furnish the Application number to the Office of ROC, Mumbai so as to enable this Office to file its report to the Hon'ble NCLT, Mumbai Bench through e-filing.
5. The copies of the Minutes of the Annual General Meetings, and Challans in respect of the Financial Statements and Annual Returns, filed for the Financial Year ending as on 31st March 2017 and financial year ending 31.03.2018, have been annexed to the petition.
6. It is further submitted that the Petitioner have duly complied with the Statutory provision of the Companies Act, 2013 by conducting the Annual

General Meeting within stipulated time, which as follows.

Sr No.	Financial Year	Due Date for AGM	Date of AGM
1.	2018-2019	30.09.2019	30.09.2019
2.	2019-2020	30.09.2020	12.09.2020
3.	2020-2021	30.09.2021	10.08.2021
4.	2021-2022	30.09.2022	03.08.2022

7. The Applicant admit his default in conducting the AGM for the financial year 2016-2017 & 2017-2018. The Applicant further states that the default is not intentional and is not of such nature as to prejudice the interest of Members, employers or creditors or others dealing with the Company and has not affected the public interest in any manner as the subsequent compliance is within limitation. The Applicant declares that there are few compounding matter filed before Respondent which are pending for adjudication and undertakes to produce the details of the same as and when required by the Hon'ble Tribunal. The Applicant further declares that he has not made any application for compounding of the offences relating to these section before any Tribunal of Law or any other authority or any other Tribunal. Hence, the Ld. Counsel for the Applicant submits that it is a fit case for grant of relief by compounding the offence.
8. The ROC Mumbai have filed its report bearing serial no. R.O.C/441/KA/2022/02 dated 01.06.2022. According to the ROC report, the Company has failed to hold its Annual General Meeting within a period of Six Months from the Date of Closing of the Financial year ended 31.03.2017 and 31.03.2018 i.e. on or before 30.09.2017 and 30.09.2018 respectively and the Company is found to have violated the provision of Section 96 of the Companies Act, 2013. The ROC report states that the Board has passed the resolution to the Compound of Offence in Board Meeting held on 09.11. 2021. The ROC report further states that the Company committed its first default in the FY 2016-2017 and thereafter, it

was subsequently repeated in financial year 2017-2018. The RoC report also states that the offences u/s 96 of the 2013 Act and Section 166 of the 1956 Act are compoundable by the Hon'ble NCLT.

Findings:

9. We have gone through the Petition and the report submitted by the Ld. Registrar of Companies, Mumbai and also the submissions made by the Ld. Counsel at the time of hearing. We are of the considered opinion that the petition made by the petitioner for compounding of offence committed under Section 99 & 451 of the Companies Act, 2013, merits consideration. and for the said violation, the punishment is provided Section 451 of the Companies Act, 1956 and Section 99 of the Companies Act, 2013. The extracts of the Sections which are relevant in this case are as follows:

Section 99 of the Companies Act, 2013 applicable w.e.f. 01.06.2016

“Section 99- If any default is made in holding a meeting of the company in accordance with section 96 or section 97 or section 98, or in complying with any directions of the Tribunal, the company, and every officer of the company who is in default shall be punishable with fine which may extend to one lakh rupees and in the case of a continuing default, with a further fine which may extend to five thousand rupees for every day during which such default continues.”

Section 451 of the Companies Act, 2013 applicable w.e.f. 12.09.2013

“Section 451- If a company or an officer of a company commits an offence punishable either with fine or with imprisonment and where the same offence is committed for the second or subsequent occasions within a period of three years, then, that company and every officer thereof who is in default shall be punishable with twice the amount of fine for such offence

in addition to any imprisonment provided for that offence.

10. Having regard to the facts and circumstances of the case the Suo Moto Application filed by the Applicant, and the fact that the offence was made good by duly Conducting the AGM's of both years i.e. 2016-2017 & 2017-2018, the offence committed under Section 96 of the Companies Act, 2013 as stated and explained above, the offence/offences are compounded against the Applicants on payment by Applicants about with the delay, the liability of the Applicants to be paid is tabulated hereunder:

Sr. No	Particulars of Applicants' Company/Officers in Default	Amount Payable for Financial Year 2016-17	Amount Payable for Financial Year 2017-18	Total
1.	CCS (INDIA) Private Limited	1,00,000/-	2,00,000/-	3,00,000/-
2.	Sankara Rao Kokkera (WholeTime Director)	50,000/-	1,00,000/-	1,50,000/-
Total				4,50,000/-

Therefore, for compounding of offence/offences the amount of Rs.4,50,000/- is required to be paid.

11. 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 to this Order only after perusal of the Compliance report with the

cost imposed.

12. Accordingly, the Company Petition bearing No. **118/MB/2023** is hereby **allowed and disposed of** on the terms directed above. Needless to mention, the offence shall stand compounded subject to the remittance of the Compounding Fee imposed. A compliance report, therefore, shall be placed on record within **30 days** of passing this Order.

Sd/-

MADHU SINHA
MEMBER (TECHNICAL)

/Priyanka/

Sd/-

H V SUBBHA RAO
MEMBER (JUDICIAL)