

**THE NATIONAL COMPANY LAW TRIBUNAL
COURT ROOM NO. 1
MUMBAI BENCH**

CP No.: 81/MB/2023

**Under Section 441 of the Companies
Act, 2013**

In the matter of

KIRTI DHANPAL BHAWSAR

3/309, Shanti Niwas Building,
Firtwala Road, Elphinstone, Mumbai,
Maharashtra 400 013, former Director
of Ranq Hotels Private Limited, 158,
Dani Corporate Park, CST Road,
Kalina, Santacruz (East), Mumbai 400
098

... **Petitioner**

v/s

**REGISTRAR OF COMPANIES,
MUMBAI, MAHARASHTRA**

100, Everest, Marine Lines, Mumbai –
400 020

... **Respondent**

Order delivered on 19/04/2024

Coram:

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

Hon'ble Member (Technical) SH. Prabhat Kumar

Appearances (via videoconferencing):

For the Petitioner : Mr. Chirag Shah & Associates

For the RoC : Mr. Shivraj Ranjeri, AROC, Mumbai

ORDER

- 1) Both sides present and the Report filed by the Respondent is also available on record. In that view of the matter, we have perused the Company Petition.
- 2) This is a Company Petition filed on 13.04.2023 under Section 441 of Companies Act, 2013 by **the Petitioner** for compounding the default u/s Section 96 of the Companies Act, 2013 committed by the Company.

Applicants in Default:

- i. **Ranq Hotels Private Limited** - **Company**
- ii. **Kirti Dhanpal Bhawsar** - **Ex- Additional Director**
- iii. **Arrel Herald Furtado** - **Director**

Section Violated:

Section 166 of the Companies Act, 1956 & 96 of the Companies Act, 2013.

Nature of Violation:

- 3) 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 in accordance with the provisions of Section 96 of the Companies Act, 2013, every Company should once in a year hold, in addition to other meetings, an Annual General Meeting and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. A company may hold its AGM within the period of Six Months from closing of its Financial Year.
- 4) Further, it is observed that the Company has not complied with the provision of Sections 96 and 99 of the Companies Act, 2013. Pursuant to the provisions of Section 96 of the Companies Act, 2013, the Company convened its Annual General Meeting for the Financial Years ended 31.03.2016 on 20.11.2017 for the Financial Year 2015-16 and there is delay of 417 days.
- 5) It is further submitted 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.

- 6) It is also submitted that post the AGM, 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.
- 7) The Petitioner submits that the present Petition has not caused any specific harm or injury or financial or other loss to any party including the Company, its directors and investors.
- 8) We have perused the Report filed by the Registrar of Companies. The comment has been made by the Registrar of Companies contending that **Mr. Esam Yusuf Abdulla Abdulkarim Janahi, Mr. Mazin Abdulrahim Alghareeb, Mr. Mohamed Ameen Ahmed Ali Hasan and Mr. Hazem Abdulkarim** being Ex-directors and officers in default have not applied for compounding of offence for the relevant period of offence. Further, **Kirti Dhanpal Bhawsar, Ex-Additional Director was not a Director during the period of offence and hence is not liable to punishment;** however, she has applied for compounding of offence in a separate Application and Mr. Arrel Herald Furtado, Director and Officer in default has made separate Applications for the relevant period of offence in GNL-

1 under same SRN. The said submissions are noted.

9) As per Section 451 of the Companies Act, 2013, *“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) The Company has thereby violated the provisions of Section 166 of the Companies Act, 1956 & 96 of the Companies Act, 2013.

11) The Registrar of Companies, Mumbai forwarded the compounding Application vide his letter No. ROC/441/KA/2022/8 dt. 08.06.2022, and the same is accompanied to the Company Petition No. 81/441/NCLT/MB/2023.

12) **We have gone through the Petition and the Report submitted by the Registrar of Companies, Mumbai and noted that Petition for compounding of offence committed under Section 166 of the Companies Act, 1956 & 96 of the Companies Act, 2013, merits consideration.**

13) Having regard to the facts and circumstances of the case, the offence

committed under Section 166 of the Companies Act, 1956 & 96 of the Companies Act, 2013, as stated and explained above is compounded against Petitioners herein, on payment of the fine imposed to the extent of Rs. 20,000/- to be paid by the Company and to the tune of Rs. 10,000/- to be paid by Director/Officer of the Company, **Mr. Arrel Herald Furtado**. No cost has been imposed against Kirti Dhanpal Bhawsar, Ex-Additional Director as she was not a Director during the period of offence.

14) Further, after taking into consideration the comment of the Registrar of Companies, this Bench compounds an offence against **Mr. Esam Yusuf Abdulla Abdulkarim Janahi, Mr. Mazin Abdulrahim Alghareeb, Mr. Mohamed Ameen Ahmed Ali Hasan and Mr. Hazem Abdulkarim**, being Ex- Directors and officers in default, thereby imposing fine to the extent of Rs. 10,000/- each, to meet the logical end of this Compounding Application.

15) Needless to say, the Company shall inform **Mr. Esam Yusuf Abdulla Abdulkarim Janahi, Mr. Mazin Abdulrahim Alghareeb, Mr. Mohamed Ameen Ahmed Ali Hasan and Mr. Hazem Abdulkarim**, being Ex- Directors and officers in default, to pay the above stated fine, for their Respective period of Directorship with the Petitioner No. 1 Company.

16) The remittance shall be made in the “**Bharatkhoosh**” account in

favour of **“Pay and Accounts Officer, Ministry of Corporate Affairs, Mumbai”**. **Directors should pay the penalty from their respective personal accounts.**

- 17) **The Jurisdictional Registrar of Companies** 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.
- 18) **The Jurisdictional Registrar of Companies** shall give effect of this Order only after perusal of the Compliance report of compounding fine imposed.
- 19) Accordingly, the Company Petition bearing CP No. 81/(MB)/2023 is hereby **Allowed and Disposed of.**

Sd/-
Prabhat Kumar
Member (Technical)

Sd/-
V.G. Bisht
Member (Judicial)

Vedant Kedare