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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

C.P. No. 222/131/NCLT/AHM/2017

Coram: **Hon'ble Mr. BIKKI RAVEENDRA BABU, MEMBER JUDICIAL**
Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 07.02.2018**

Name of the Company: Jay Chemical Industries Ltd.
V/s.
ROC, Gujarat
Section of the Companies Act: Section 131 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	KUNJAL DALAL	PCS	Petitioner	K A Dalal
2.				

ORDER

Learned PCS Mr. Kunjal Dalal present for Petitioner. None present for Respondent.

None present for Auditor, Income Tax department and Regional Director.

Proof of service of notice on Auditor, Income Tax department and Regional Director filed.

Auditor addressed letter dated 28.12.2017 to the Board of Directors of the company.

No representation received from public.

Heard arguments of Learned PCS for petitioner.

M/s. Jay Chemical Industries Ltd filed this petition under section 131 of Companies Act, 2013 r/w Rule 77 of NCLT Rules 2016 seeking revision of report of Board of Directors for the Year ended 31.03.2015.

Kunjal Dalal

B R

The Board of Directors of the M/s. Jay Chemical Industries Ltd in its meeting held on 04.11.2017 resolved to seek approval of this Tribunal for revision of Board report for the year ended 31.03.2015, for the reason that there is omission in the Board report in respect of reasons for not spending full amount on Corporate Social Responsibility.

On this petition notice is ordered to the Auditor, Income Tax department, Regional Director and publication in newspaper.

The auditor in his letter dated 28.12.2017 stated that he has no objection if revision in Board Report is permitted by this Tribunal.

No other authority or public appeared before this Tribunal pursuant to the notice.

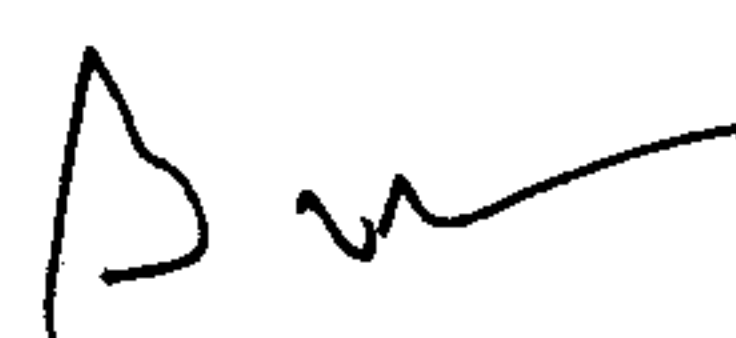
Perusal of the Board report show that Company had given the particulars of amount spent on Corporate Social Responsibility and the amount unspent on Corporate Social Responsibility for the FY 2014-2015.

But the company failed to give reason for not spending the entire amount on Corporate Social Responsibility activity as required by second proviso to section 135(5) of Companies Act, 2013. The ROC issued show cause notice dated 04.10.2016 to the company as to why the company and its officers should not be prosecuted for the violation of section 134(8) of Companies Act, 2013.

Company gave a reply to ROC on 10.10.2016.

Board in its resolution dated 04.11.2017 gave the following reasons for not spending the entire amount for Corporate Social Responsibility activities.

“The reasons for not spending the entire amount for CSR activities during the year is that the deserving agencies could not be identified. Besides it was proposed to under take direct CSR activities by setting up independent foundations for various programs. The CSR committee recommended that the amount unspent in current year can be spent in better way in subsequent years. So in order to ensure better benefits out of CSR spending an amount of Rs. 10,21,085/- be kept unspent to be utilized in next year.



It is stated by the Learned PCS appearing for company that he has not filed revised Financial statement or report for the FY 2015-2016.

Hence, considering all the above said aspects this Tribunal is of a view that company can be permitted to revise its Board Report dated 27.08.2015 for the year ending 31.03.2015 so as to include the reasons for not spending the entire amount on Corporate Social Responsibility activity.

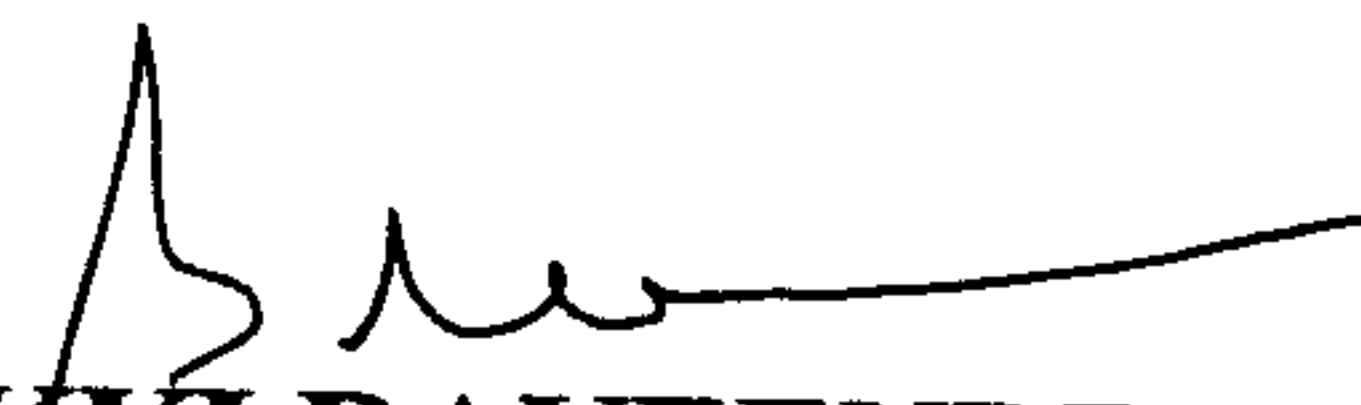
The company is directed to place the revised report before the General Meeting of the Company.

This order permitting the revision of Board report for the year ending 31.03.2015 may not come in the way of prosecution against company and its officers under section 134(8) of Companies Act, 2013.

Petition is disposed of accordingly.



MANORAMA KUMARI
MEMBER JUDICIAL



BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Dated this the 7th day of February, 2018.