

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**  
**TRANSFER COMPANY APPLICATION NO. 52/621A/CLB/MB/2016**  
**PRESENT: B.S.V. PRAKASH KUMAR, MEMBER (JUDICIAL)**

In the matter of Section 621A of the Companies Act, 1956 read with Section 441 of the Companies Act, 2013.

And

In the matter of **M/s. Sandu Brothers Pvt. Ltd.**, having its Registered Office at Sandu Nagar, D.K. Sandu Marg, Chembur, Mumbai- 400 071.

**PRESENT FOR THE APPLICANT: -**

Neeta H. Desai – Practicing Company Secretary

**Date of Hearing:** 18.05.2016

**ORDER**

**Applicants in Default: -**

- 1) Ms. Sandu Brothers Pvt. Ltd.,
- 2) Ghanshyam Shankar Sandu - Director
- 3) Nagesh Ramkrishna Sandu – Director

**Section Violated; -**

Section 96 the Companies Act, 2013.

**Nature of Violation: -**

1. As per the submission made in the Report of the RoC, Mumbai and as per the submissions made in the Compounding Application, it is observed that the due date of Annual General Meeting was 30.03.2015 but the actual meeting was conducted on 12.05.2015. Hence it was unintentional violation of Section 96 of the Companies Act, 2013 not holding the Annual General Meeting within the stipulated time as detailed below

Sr. No	Financial Year	Due Date of holding Annual General Meeting	Annual General Meeting held on	Days of Delay in holding Annual General Meeting
1.	01.10.2013 to 30.09.2014	30.03.2015	12.05.2015	43 days

The Registrar of Companies, Maharashtra, Mumbai has till date not issued any Show-cause notice(s) to the Company and/or to any of its Directors for noncompliance with the said provisions of Section 96 of the Companies Act, 2013. However, on realization of fact of violation, and as part of good corporate governance, the Board of Directors of the Company has voluntarily decided to get the compounding of offence under Section 96 of the Companies Act, 2013. The RoC, Mumbai has forwarded the compounding application vide his letter no. ROC/STA/621A/003065/176 dated 14/04/2016 and the same has been treated as Company Application No.52/621A/CLB/MB/2016.

2. The undersigned, then the Presiding Officer of the erstwhile Company Law Board had gone through the application and the report submitted by the Registrar of Companies, Mumbai and also the submissions made by the authorised representative at the time of hearing and noted that application for compounding of offence committed under Sec 96 of the Companies Act, 2013, merited consideration.
3. Accordingly, the offence committed under the said section and explained above has been ordered on 18.05.2016 to be compounded against the Company on payment of ₹1,00,000/- and its two directors on payment of ₹50,000/- by each Director.
4. Subsequently, vide Notification No. A-45011/14/2016-Ad. IV dated 01.06.2016, issued by the Ministry of Corporate Affairs, New Delhi, the Central Government has constituted the National Company Law Tribunal and dissolved the erstwhile Company Law Board w.e.f. 01.06.2016.
5. The applicants above named have remitted the total compounding fees of ₹ 2, 00,000/- by Demand Drafts drawn on Dena Bank bearing nos. 074689, 074690 and 074691 dated 16.06.2016, with the newly constituted office of the National Company Law Tribunal, Mumbai Bench i.e. after dissolution of the Company Law Board.
6. Having regard to the facts and circumstances of the case, the offence committed under Sec 96 of the Companies Act, 2013 by the Company and its two directors named above, is hereby compounded.

7. Therefore, Registrar of Companies, Mumbai is hereby directed to take further action as provided under Sec 621 A (3) (c) (d) of the Companies Act, 1956.

Ordered Accordingly,

Sd/-  
**B. S. V. PRAKASH KUMAR**  
Member (Judicial)

Dated this July, 11 2017