

In the National Company Law Tribunal

New Delhi Bench

C.P No- 16/167/2017

In the Matter of

M/s Inmarsat India Limited

Order Delivered on – 18.12.2017

CORAM: SMT. INA MALHOTRA

HON'BLE MEMBER(J)

Petitioner(s)- Mr. Bhanu Harish, Advocate

Mr. Rudra Shankar Srivastava, Advocate

ORDER

This petition has been filed u/s 441 of the Companies Act, 1956 praying for compounding of the offence u/s 96 of the Companies Act. The said petition which has been routed through the office of the RoC along with their comments, prays for compounding the offence for not holding the AGM within the period required under the Statute.

2. **As per the provision of Section 96(1) of the Companies Act, 2013:**

“Every company other than a One Person Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting and shall specify the

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meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of a company and that of the next.

Provided that in case of the first annual general meeting, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year.

3. The petitioner's offence relates to holding its 1st AGM for the F.Y ending 31.03.2016. The AGM which should have been held by 31st December 2016, could only be held on 31.03.2017 leading to a delay of 89 days, thus violating the provisions of Section 96 of the Companies Act, 2013. The default has since been made good.

4. The aforesaid offence is punishable u/s 99 of the Companies Act, whereby the Company and every officer who is in default is punishable with a fine which may extend to Rs. 1,00,000/- and in the case of continuing default with a further fine which may extend to Rs. 5000/- for every day during which the default continues. Accordingly, RoC has recommended the imposition of a compounding fee of **Rs.5,45,000/-** each on the company and three other applicants.

5. The applicants have submitted that the delay in holding the AGM was beyond their control and due to genuine difficulties faced by the company. The Financial Statements could not be audited on time despite the management of the Company making full efforts for providing documents to the Auditors. Thus immediately after the Audit was completed, steps were taken by the company to hold



its first AGM for the period ended on March 31, 2016 i.e after a delay of 89 days.

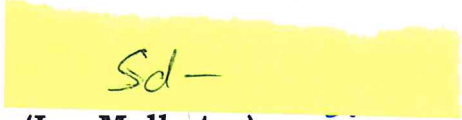
6. Given the facts of the case that the applicants have suo moto prayed for compounding and that the delay occurred on account of their Audit report not being prepared on time, there is no legal impediment in compounding of this offence. Keeping in view the submissions made and the guidelines set out by the Hon'ble NCLAT in the matter of **M/s Viavi Solutions India Private Limited V. Registrar of Companies reported in (2017) 139 CLA 242**, it would be just and equitable to impose the fine on the company and on each of its applicant Directors.as under:-

For	Amount (Rs.)
M/s Inmarsat India Private Limited	Rs. 1 Lakh
Mr. Ravinder Singhanian	Rs. 1 Lakh
Mr. Dipak Rao	Rs. 1 Lakh
Mr. Gautam Sharma	Rs. 1 Lakh

7. Subject to the remittance of the aforesaid fine, the offence shall stand compounded. For compliance within two weeks.

Fine levied on the directors shall be paid out of their personal accounts.

8. Petition stands disposed off in terms of the above.


(Ina Malhotra)
Member Judicial