

**NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH**

Company Petition No. 16/155/2016

In the matter of:

M/s SIG Sauer (India) Pvt. Ltd.

And

Mr. Ronald Victor Goslin & others

...Applicants

SECTION: 621A of the Companies Act, 2013

Order delivered on: 18.12.2017

Coram:

SMT. INA MALHOTRA, HON'BLE MEMBER (J)

For the Petitioner (s): Mr. Rohit Jain, Advocate
Mr. Manish Raj, CP for ROC, Delhi.

ORDER

PER SMT. INA MALHOTRA, MEMBER (J)

Prosecution has been launched against the Applicants (1) Mr. Timothy Edward Scullin (2) Mr. Ronald Victor Goslin and (3) Mr. Amaro Goncalves, for having defaulted in filing the Annual Returns and Financial Statements for FY 2012-13. The Regular Directors were untraceable and therefore pursuant to the orders dated 13.05.2013 of the CLB, the applicants were appointed as Additional Directors on 19th July, 2013 in a specially convened EOGM.

2. The appointment of the applicants in the record of the ROC in Form 32 could however not be uploaded for want of being digitally signed by a Director on record. Consequently, the tenure of the applicants expired without taking the requisite steps for statutory filing for the Financial Year ending

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31.03.2013. It is well settled that the term of Additional Directors expires due to operation of law on the date when the AGM of the company ought to have been held.

3. This difficulty in uploading the names of the three Additional Directors in the records of the ROC was subsequently taken care of only at the intervention of the CLB. Pursuant to its order dated 5.6.2014, the ROC was directed to take Mr. Steven Jay Shawver on record as an Additional Director through an offline mode.

4. Prosecution was initiated on 20.12.2014 against the three Applicants herein on a complaint filed under Sections 159 & 220 r/w Section 162 of the Companies Act, 1956 for non-filing of the Annual Return and Balance Sheet for the FY 2012-13.

5. The filing of the Annual Returns / Financial Statements for the year 2012-13 was complied with belatedly on 22.11.2015 and the application seeking compounding was filed before this Forum.

6. Given the facts of the case, it is argued that the default in filing the statutory returns was beyond the control of the Applicants, who having been appointed on 19th July, 2013, retired as Additional Directors on 30.09.2013 due to operation of law.

7. As the default has been rectified and in view of the submissions made, there is no legal impediment in accepting the prayer of the Applicants for compounding.

8. The office of the ROC has recommended a penalty of Rs.2,15,500/- on the Applicant Mr. Timothy Edward Scullin, and Rs.3,76,000/- each for the Applicants Mr. Ronald Victor Goslin and Mr. Amaro Goncalves under Section 162 for violation of Section 220(3) of the Companies Act, 1956.

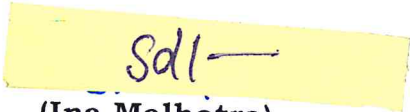
9. In view of the peculiar facts of the case, it would be just and equitable to compound the aforesaid default on payment of the following fines:-

1.	Mr. Timothy Edward Scullin	Rs.1 lakh
2.	Mr. Ronald Victor Goslin	Rs.1.5 lakh
3.	Mr. Amaro Goncalves	Rs.1.5 lakh

10. Fine imposed on the Directors/officers shall be paid out of their personal accounts.

11. Subject to the remittance of the aforesaid fine within 30 days, the offence shall stand compounded. Copy of the order be sent to the office of the RoC. Compliance Report be placed on record.

12. Petition stands disposed off in terms of the above. Copy of the order be given Dasti.


(Ina Malhotra)
Member (J)