

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

T.P. No. 148/297/NCLT/AHM/2016(New)
C.A. No. 118/297/CLB/MB/2012(Old)

Coram:

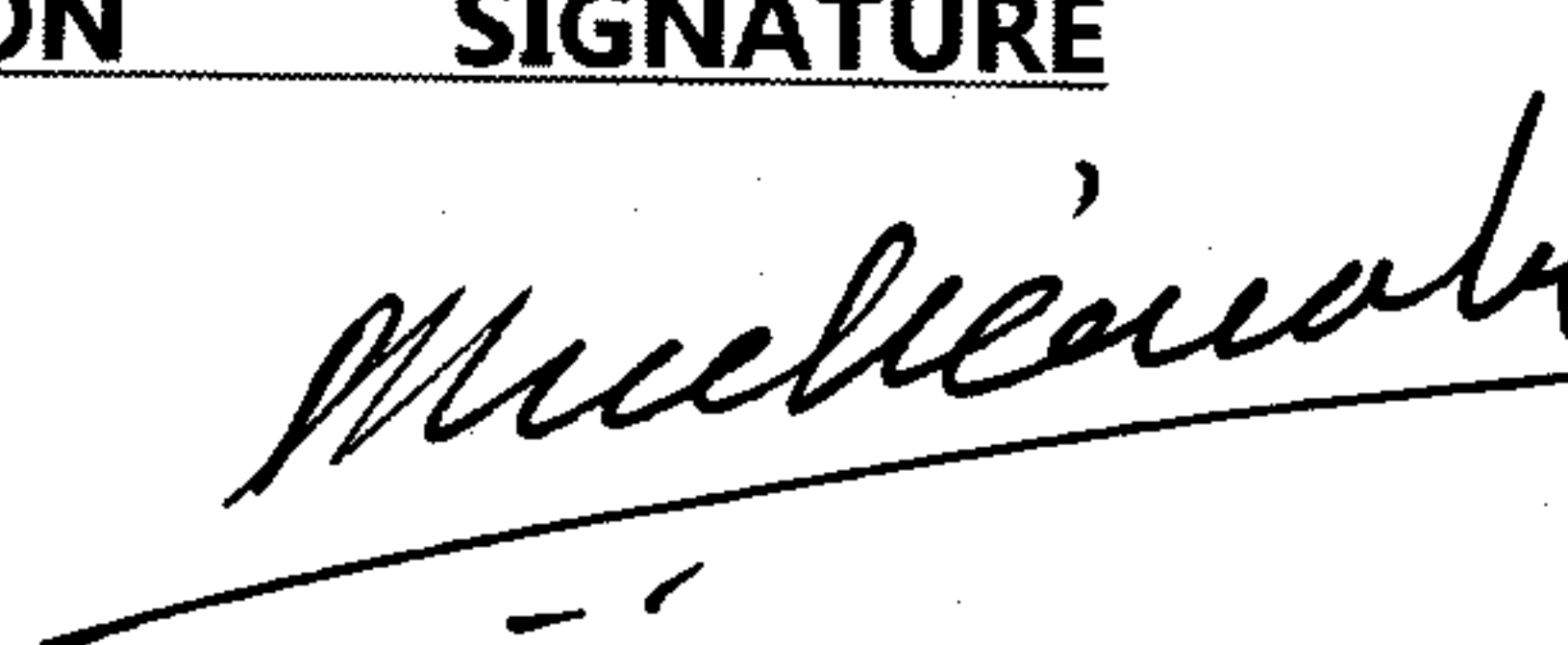
Present: Hon'ble Mr. BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 06.06.2017**

Name of the Company: C.B. Doctor Ventilators Pvt. Ltd.

Section of the Companies Act: Section 297 of the Companies Act, 1956

S.NO.	NAME (CAPITAL LETTERS)	DESIGNATION	REPRESENTATION	SIGNATURE
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1.	PAVAN.S. GODIAWALA	ADVOCATE	PETITIONERS	
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2.

ORDER

Learned Advocate Mr. Pavan Godiawala present for Petitioner.

Order pronounced in open Court. Vide separate sheet.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Dated this the 6th day of June, 2017.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CORAM: SHRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

**TP No. 148/297/NCLT/AHM/2016(NEW)
C.A. No. 118/297/CLB/MB/2012 (OLD)**

Order under section 297 of the Companies Act, 1956
In the matter of: M/s. **C.B. Doctor Ventilators Private Ltd.**

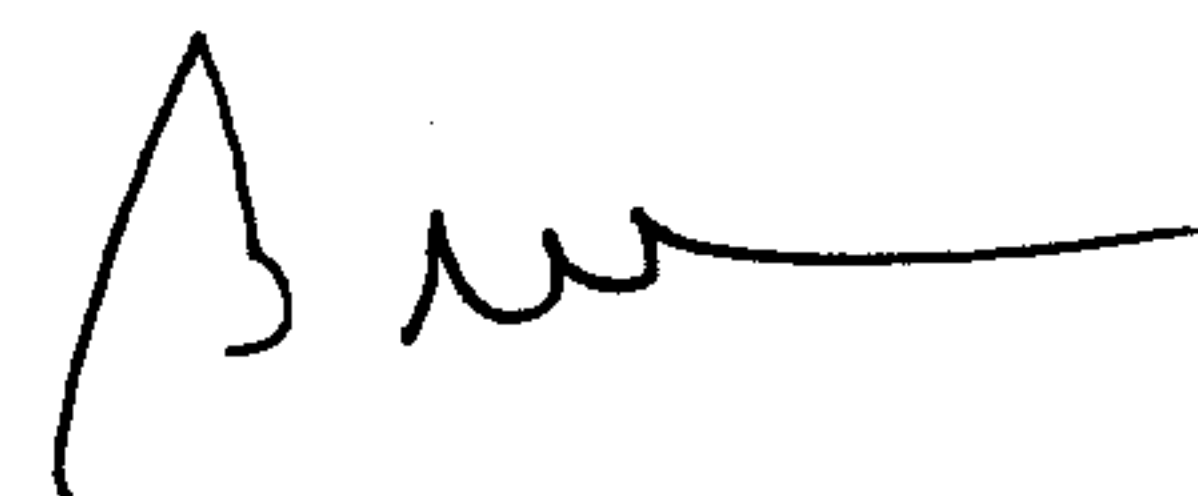
M/s. C.B. Doctor Ventilators Private Ltd.
Mr. Suhas Mehta, Director
Mr. Saurabh Mehta, Director. Petitioners

Appearance:
Mr. Pavan S Godiawala, Advocate for Applicant.


FINAL ORDER

Pronounced on 06.06.2017

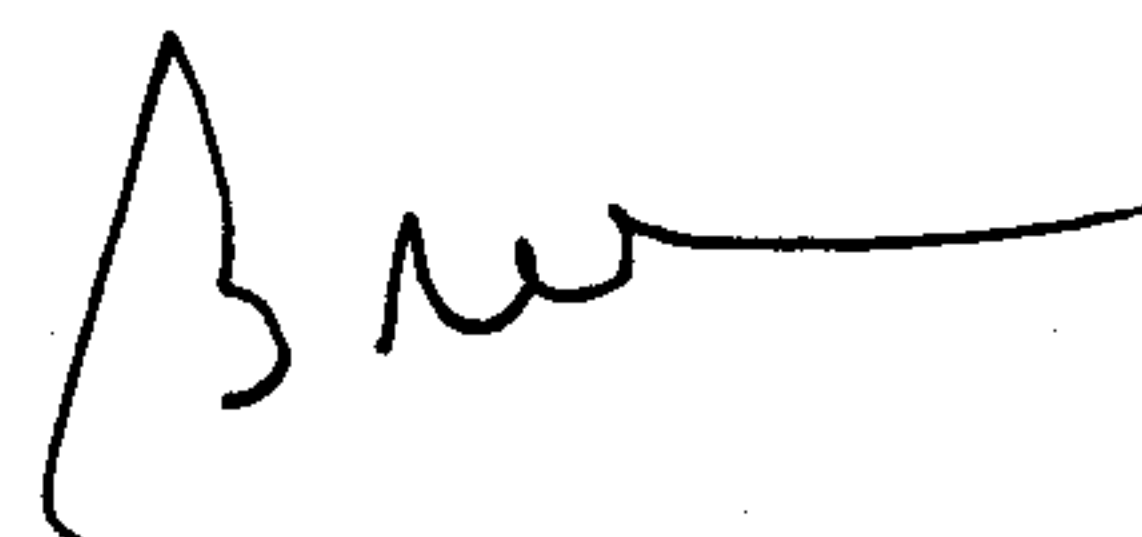
1. M/s. C.B. Doctor Ventilators Private Ltd. and its two directors filed application under section 621A of the companies Act, 1956 before the Registrar of Companies for compounding of offence under section 297 of the companies Act, 1956 punishable under section 629A of the companies Act, 1956.
2. It is stated by the petitioners that the directors of the company of M/s. C.B. Doctor Ventilators Pvt. Ltd. are having interest in C. Doctor India Pvt. Ltd. and C. Doctor AND Company Pvt. Ltd. It is further stated that C.B. Doctor Ventilators Private Ltd. entered into a sale and purchase agreement on 16.06.2008 for a period of 5 years with C. Doctor India Pvt. Ltd. for purchase of electrical and engineering materials etc. Further C.B. Doctor Ventilators Private Ltd. entered into service sharing agreement on 16.06.2008 with C Doctor India Pvt. Ltd. for services including Human resources services power supply etc.



3. C.B. Doctor Ventilators Private Ltd. entered into sale and service agreement with C. Doctor AND company Pvt. Ltd. on 16.06.2008 for period of 5 years for selling tie up for various engineering products etc.
4. Pursuant to said agreement 1st petitioner company entered into various transactions with C. Doctor India Pvt. Ltd and C. Doctor AND Company Pvt. Ltd.
5. It is stated that the paid up share capital of the 1st petitioner company was raised upto 1.99 Crore on 31.07.2008. At the time of entering into the agreements the paid up share capital of the company was less than 1.00 Crore, hence the transactions entered into after 31.07.2008 only require prior approval of Central Government as per section 297 of the Companies Act, 1956. The Agreements are valid upto 15.06.2013. The company obtained the approval from the Regional Director (NWR) Ahmedabad on 01.09.2011 for the period from 01.09.2011 to 31.08.2014.
6. In those set of facts, the petitioner company and its directors filed compounding application for the violation of section 297 of the Companies Act, 1956 for the period from 31.07.2008 to 31.08.2011.
7. The value of the transactions entered into by the 1st petitioner company with M/s. C. Doctor India Private Ltd. during the period from 31.07.2008 to 31.08.2011 is Rs. 24,20,38,477/-. The value of the transaction entered into with M/s. C. Doctor AND Company Pvt. Ltd. the period from 31.07.2008 to 31.08.2011 is Rs. 26,45,36,608/-.
8. The ROC forwarded the application of the petitioners to CLB Mumbai along with its report dated 04.03.2012 and the same is numbered as CA 118/297/CLB/MB/2012.




9. After the constitution of this tribunal, the said petition was transferred to this tribunal and renumbered as TP 148/297/NCLT/AHM/2016.
10. The ROC in its report stated that the company is not included in the list of vanishing company. It is also stated that no similar offence under section 297 of the Companies Act, 1956 was got compounded by the 1st petitioner company in the last three years. It is also stated that the paid up capital of the 1st petitioner company was raised to more than 1 Crore w.e.f. 31.07.2008. It is also stated that the company obtained the approval of the Regional Director, NWR for the period from 01.09.2011 to 31.08.2014. Registrar of Companies stated that there are 23 counts of transactions.
11. In the petition it is stated that applicant company and contractees companies are closely held companies and the transaction company do not affect public at large. It is also stated that company failed to comply with provisions of section 297(1) of the Companies Act, 1956 unintentionally.
12. Considering the explanation of the petitioners and considering the fact that petitioner company obtained the approval of the Regional Director for the transactions entered into between 01.09.2011 and 31.08.2014, this tribunal is of the considered view that the Petitioners 1 to 3 shall pay compounding amount of Rs. 5,000/- each for 23 counts of transactions. The Petitioners 1 to 3 shall pay total compensation amount of Rs. 1,15,000/- each within 3 weeks from the date of this order by way of Demand Draft drawn on any Nationalized bank in favour of Pay and Accounts Officer, MCA, Mumbai within three weeks from the date of this order and file the original Demand Draft before the registry on or before 29.06.2017.



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13. In case, petitioners fail to pay amount as ordered above, the Registrar of Companies Gujarat shall take appropriate action including prosecution, as per applicable law under intimation to this tribunal forthwith.
14. This Petition is disposed of accordingly. Send copy of this order to Petitioners for compliance and Registrar of Companies.
15. Petitioners shall report compliance of order on 04.07.2017. List the matter of 04.07.2017 for reporting of compliance.


BIKKI RAVEENDRA BABU
MEMBER(JUDICIAL)

Place: Ahmedabad
Date: 06.06.2017