

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
T.P.NO. 234/2016
CA NO. 303/621A/CB/2015

*PRESENT: SHRI RATAKONDA MURALI, MEMBER JUDICIAL
SHRI. ASHOK KUMAR MISHRA, MEMBER TECHNICAL*

IN THE MATTER OF THE COMPANIES ACT, 2013
SECTION 621A OF THE COMPANIES ACT, 1956 UNDER SECTION 159
READ WITH SECTION 162 OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF M/s GLOBAL ENTRAPOLIS (VIZAG)
PRIVATE LIMITED

CA NO. 303/621A/CB/2015

1. M/S Global Entrapolis (Vizag) Private Limited
40/43, 8th Main, 4th Cross,
RMV Extension,
Sadashivanagar,
Bangalore-560080.
2. Mr. Asokan Sarangulam Seshadri,
No. B-204, Shivaranjini Apts,
1st East 'C' Main Road,
ITI Layout, Near Vidya Pitta Circle,
Bangalore-560085
3. Mr. Murali Malayappa
No.E1-405/406, 4th Floor,
15th Cross, 2nd Block,
R.T Nagar,
Bangalore-560032.
4. Mr. Ravichandran Venkataraman
No.224, Esteem Deluxe-II,
Right House Apartments,
Mullai Nagar,
Maruthamalai Road, PN Pudur Post,
Coimbatore-641024
5. Mr. Ramaswamy
No.524, Varadaraja Road,
Bhuvanewarinagar,
R.T.Nagar Post,
Bangalore-560032.

- APPLICANTS

PARTIES PRESENTED:

Sri Omprakash, Counsel and Authorised
representative for the Applicants.

ORDER

The Petition is filed on behalf of the Petitioners under Sec. 621A of Companies Act 1956 before the Company Law Board, Southern Region, Chennai. It was numbered as C.A.303/621A/CB/2015. Consequent upon the establishment of National Company Law Tribunal Bench at Bengaluru, the said case was transferred to this Tribunal on abolition of Company Law Board, Southern Region, Chennai Bench. It is renumbered as T.P No. 234/2016 on the file of this Tribunal. This petition is filed by the Applicants with a prayer to record compounding for violation of provisions of section 159 of the Companies Act, 1956.

The averments in the Company Petition are briefly stated hereunder:

The 1st applicant is a company which was incorporated under the Companies Act, 1956 on 19/03/2008 under the name and style "GLOBAL ENTRAPOLIS (VIZAG) PRIVATE LIMITED" vide Corporate Identity No. U45202KA2008PTC045671. The Registered Office of the company is situated at # 40/43, 8th Main, 4th Cross, RMV Extension, Sadashivanagar, Bangalore-560080.

The Authorised Share Capital of the Applicant company at the time of incorporation was Rs 1,00,00,000/- (Rupees one crore only) divided into 10,00,000 (Ten lakhs only) Equity Shares of Rs 10/- (Rupees Ten only) each and the Subscribed Capital was Rs 1,00,000/- (Rupees one lakh only) divided into 10,000 (Ten Thousand only) Equity Shares of Rs 10/- (Rupees ten only) each. The Present Authorized Share Capital of the Applicant Company is Rs. 22,12,00,000/- (Rupees Twenty two crores twelve lakhs only) consisting of 1,30,25,000 (One Crore thirty lakhs twenty five thousand) Class A Equity Shares of Rs 10/-each, 65,95,000 (Sixty Five lakhs Ninety Five thousand) Class B Equity Shares of Rs 10/-



(Rupees Ten only) each and 25,00,000 (Twenty Five lakhs) Class C Equity Shares of Rs 10/- (Rupees Ten only) each and the Paid up Share Capital is Rs 22,10,70,000/- (Rupees Twenty Two Crores Ten Lakhs Seventy Thousand only) divided into 1,30,24,000 (One Crore Thirty Lakhs Twenty Four Thousand) Class A Equity Shares of Rs 10/- each 65,93,000 (Sixty Five Lakhs Ninety three thousand) Class B Equity Shares of Rs 10/- each and 24,90,000 (Twenty four lakhs Ninety Thousand) Class C Equity Shares of Rs 10/- each. The 1st Applicant is Company, Applicants 2 to 4 are Directors and Applicant No.5 is Company Secretary.

The 1st Applicant Company was incorporated for carrying on the business set out in Clause III of the Memorandum of Association, as shown in Annexure-II.

The main object of the company is to carry out the business of developers, maintainers, up-keepers, designers. To carry on all or any of the business of proprietors of lands, flats, massionettes. To acquire by purchase, lease, exchange rent or otherwise and deal in lands, etc., Details of the main object of the Company are stated in the Memorandum of Association.

The 1st Applicant Company is a fully owned subsidiary of M/s Shriram Properties Private Limited. The financial year is 1st April to 31st March. The 1st Applicant Company could not finalise the accounts and audit in a timely manner due to reasons beyond the control of the Company and could not hold the Annual General Meeting by 30/09/2014 and as a result there was delay of 52 days in finalizing the annual accounts and conducting Annual General Meeting for the financial year 2013-14, and further there was delay of 165 days in filing Annual Returns in Form 20B with the Registrar of Companies, Karnataka, Bangalore. Thus Applicants violated the provisions of Section 159 of the Companies Act, 1956.




The Annual Returns for the financial year 2013-14 is shown in Annexure-III. Thus it is also stated in the Petition that default committed under Section 159 of the Companies Act, 1956, is unintentional and occurred inadvertently. Therefore, Applicants suo-moto filed this Application to compound the violation.

We have heard the Counsel for Petitioner, it is contended that Annual Returns could not be filed due to some unavoidable circumstances and to the reasons beyond control of the 1st Applicant Company. It is also contended that the delay in filing the annual returns was neither intentional nor deliberate. It is contended that the annual returns were subsequently filed for the financial year 2013-14.

We have gone through the documents filed along with Petition viz., certified copy of the Resolution of the Board Meeting, authorizing the Company to file compounding application for the delay occurred in filing the annual returns of the company. We have also seen Memorandum of Association of the Company. The Annual Return copy submitted in Form 20B is also filed for the financial year 2013-14 shown as Annexure III.

We have received report from the Registrar of Companies, Bengaluru who stated that offence can be compounded by levying compounding fee on the Applicants. Considering the submissions made by the Counsel for petitioners and after going through the contents of the application and documents filed, we hereby levy the compounding fee under section 162 (i) of the Companies Act, 1956 on Applicant Nos.1 to 5 as set out in the table given hereunder:



Sl. No.	Particulars	Violation of Sec.159 of Companies Act, 1956 -Delay of 165 days	Total Rs.
1	1 st Applicant Company	165 x 100/- =16,500/-	16,500.00
2	2 nd Applicant	165 x 100/- =16,500/-	16,500.00
3	3 rd Applicant	165 x 100/- =16,500/-	16,500.00
4	4 th Applicant	165 x 100/- =16,500/-	16,500.00
5	5 th Applicant	165 x 100/- =16,500/-	16,500.00
	Total		82,500.00

In pursuant to our Order dated 30/08/2016 mentioned herein above, the Applicants have paid the compounding fee by depositing Demand Draft for Rs. 82,500/- (Rupees eighty two thousand five hundred only) of Syndicate Bank, Sadashivanagar Branch, Bangalore drawn on 14/09/2016 in favour of "Pay and Accounts Officer, Ministry of Corporate Affairs, payable at Chennai" as detailed hereunder:-

Sl. No.	D.D No.	Date	Amount Rs.
1	629000	14/09/2016	49,000/-
2	629005	14/09/2016	18,000/-
3	629015	14/09/2016	15,500/-
	Total		82,500

As the compounding fee has been remitted by the Applicants, the offence stated in the petition is compounded. A copy of this Order be sent to Registrar of Companies, Karnataka, Bengaluru for appropriate action.

19/9
(RATAKONDA MURALI)
MEMBER, JUDICIAL

19/9/16
(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL

DATED THIS THE 19th DAY OF SEPTEMBER 2016