

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**  
**TRANSFER COMPANY APPLICATION NO. 259/621A1CLBIMB/2015**  
**PRESENT: B. S.V. PRAKASH KUMAR, MEMBER(JUDICIAL)**

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

And

In the matter of **M/s. Bhatgaon Extension Mines Pvt. Ltd.**, having its Registered Office at A-302, Khushi Residency, Opposite Hotel, Chhidambara, Telibandha, VIP Road, Raipur, Chhattisgarh\_492001.

**PRESENT FOR THE APPLICANT:-**

Mukesh Siroya - Practising Company Secretary

**Date of Hearing:** 18.05.2016

**ORDER**

**Applicant in Default:-**

Shri. Satyanarayan Nandlal Nuwal – Director and Shri Ajay Shaktikumar Sancheti – Director.

**Section Violated :-**

Section 210 of the Companies Act, 1956.

**Nature of Violation :-**

1. As per the submission made in the Report of ROC, Chhattisgarh and as per the submissions made in the Compounding Application, it is observed that pursuant to the provisions of Section 210 of the Companies Act, 1956 (Corresponding to Section 129 of the Companies Act, 2013), at Annual General Meeting of a company, held in pursuance of section 166, the Board of Directors of the Company should lay before the members an audited Balance Sheet specified in sub-section (3) thereof and the profit and loss accounts for that period. Therefore, the Company was required to lay the audited Balance Sheet and Profit and Loss Account (i) for Financial Year ended on March 31, 2013, at the AGM to be held on or before 30th September, 2013, and (ii) for Financial Year ended on March 31, 2014, at the AGM to be held on or before 30<sup>th</sup> September, 2014. The Company held its annual general meeting for Financial Year ended on 31.03.2013 on February 13, 2015 and for Financial Year ended on 31.03.2014 on February 14, 2015 where it could lay its Balance Sheets and Profit and Loss Accounts as per details given below:

Financial Year ended on	Due Date for Laying the Audited Financials	Actual Date of AGM where it Laid the Audited Financials	Period of Delay
31.03.2013	30.09.2013	13.02.2015	1 Year 4 Months and 14 Days
31.03.2014	30.09.2014	14.02.2015	4 Months and 13 Days

The brief history and events leading to the default are given herein below:

- (i) The applicant Company, Bhatgaon Extension Mines Private Limited, is a Joint Venture Company ("JVC") pursuant to the terms of the Joint Venture Agreement ("JVA") between the Chhattisgarh Mineral Development Corporation Limited ("CMDC"), SMS Infrastructure Limited ("SMS") and Solar Explosives Limited ("Solar").

- (ii) The JVC was incorporated, pursuant to the JVA, for the purpose of development, mining and marketing of coal from the Shankarpur (Bhatgaon II extension) coal block in the district - Surguja of Chhattisgarh State.
- (iii) As per the terms of the JVA, at every meeting of the Board of Directors at least one (1) director representing CMDC and at least one of the directors representing SMS and Solar must be present to fulfill the quorum at a Meeting.
- (iv) However, during the year 2012-13 Bhatgaon [II] & Extension Coal Block had been de-allocated by the Government of India, Ministry of Coal and CMDC had also sent us an order for the termination of JV Agreement vide its letter dated July 19, 2013. Accordingly the working of the Company has since been stopped and no board meeting could be held during this period.
- (v) The Company sent requests to CMDC nominee directors seeking their prior confirmation for holding board meetings but no confirmation could be obtained for holding meetings hence no board meeting could be held during this period.

The Registrar of Companies, Chhattisgarh forwarded the compounding application vide his letter No. No. ROC-C.G./621A/JTA/2015/953 dated 17.07.2015 and the same has been treated as Company Application No. 259/621 A/CLB/MB/2015.

2. The undersigned, the then Presiding Officer, of erstwhile Company Law Board had gone through the application and the report submitted by the Registrar of Companies, Chhattisgarh and also the submissions made by the Authorised Representative at the time of hearing and noted that application for compounding of offence committed under Section 210 of the Companies Act, 1956, merited consideration.

3. Accordingly, the offence committed under section 210 of the Companies Act, 1956 as stated and explained above has been ordered on 18.05.2016 to be compounded against the two Directors of the Company on payment of Rs. 5,000/- by each.

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 Rs.10,000/- 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 section 210 of the Companies Act, 1956 by the two Directors of the Company named above, is hereby compounded.

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

Ordered Accordingly

Sd/-

**B.S.V. PRAKASH KUMAR**  
Member (Judicial)

Dated this *May* \_\_, 2017