

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 208/621A/CLB/MB/2012

PRESENT: B. S. V. PRAKASH KUMAR, MEMBER (JUDICIAL)

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

And

In the matter of **M/s. Repro India Ltd.**, having its Registered Office at 11th Floor, Sun Paradise Business Plaza, B-wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.

PRESENT FOR THE APPLICANT: -

Kumudini Paranjape – Practicing Company Secretary

Date of Hearing: 18.05.2016

ORDER

Applicants in Default: -

- 1) Mr. Sanjeev Arora – Managing Director
- 2) Mr. Mukesh Dhruve – Director
- 3) Mrs. Madhavi Kulkarni – Company Secretary

Section Violated; -

Section 211 (3A) r.w. AS – 18 of the Companies Act, 1956.

1. Nature of Violation: -

- 1) As per the submission made in the report of the RoC, Mumbai and as per the submissions made in the Compounding Application, it is observed that, the company borrowed a sum of ₹ 75 Lacs from Reproductions Pvt. Ltd. a Company in which KMOs (i.e. Shri. Vinod Vohra, Sanjeev Vohra, all executive Directors) are interested as either members or Directors of that Company for 180 days for interest at rate of 15% p.a. during 2008-2009 after due compliance of s. 292 (1) (C) OF THE Companies Act, 1956. However this related party transaction was not disclosed in the published Balance Sheet of the Company as at 31.03.2009. Thus the Company has violated the provisions of AS – 18 r.w. S. 211 (3A) of the Act.
- 2) During the year ended 31.03.2010, the Company after due compliance of S. 314 (1) (b) of the Companies Act, 1956 paid a salary of ₹ 3,15,000/- to Mrs. Renu Sachdev, w/o. Vinod Vohra, Chairman and Whole Time Director for her services rendered to the Company. However, the transaction, even though it is a related party transaction in terms

of S. 211 (3A) r.w. AS – 18 was not disclosed in the published Balance Sheet of the Company as 31.03.2010. Thus, the Company has violated the provisions of AS – 18 r.w. S. 211 (3A) of the Act. The Registrar of Companies, Mumbai forwarded the compounding application vide his letter No. ROC/STA/621A/999 dated 24th May 2012 and the same has been treated as Company Application No. 208/621A/CLB/MB/2012.

2. The undersigned, then the Presiding Officer of the erstwhile Company Law Board had gone through the application and the report submitted by the Registrar of Companies, Mumbai and also the submissions made by the authorised representative of the Company at the time of hearing and noted that application for compounding of offence committed under S. 211 (3A) r.w. AS – 18 of the Companies Act, 1956, merited consideration.
3. Accordingly, the offence committed under the said section and explained above has been ordered on 18.05.2016 to be compounded against the each defaulter on payment of ₹ 20,000/- by each defaulter.
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 ₹ 60,000/- by 1 (one) Demand Draft drawn on ICICI Bank bearing no. 032088 dated 28.06.2016 and 2 (two) Demand Drafts drawn on State Bank of Travancore bearing nos. 723232 and 723235 dated 16.06.2016 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 S. 211 (3A) r.w. AS – 18 of the Companies Act, 1956 by the Managing Director, Director and Company Secretary of the Company, is hereby compounded.
7. Therefore, Registrar of Companies, Mumbai is hereby directed to take further action as provided under S. 621 A (3) (c) (d) of the Companies Act, 1956.

Ordered Accordingly,

Dated this May, 6 2017

Sd/-

B. S. V. PRAKĀSH KUMAR
Member (Judicial)