

**NATIONAL COMPANY LAW TRIBUNAL**  
**NEW DELHI BENCH**  
**NEW DELHI**


**C. P. NO. 16/115/2016**  
**CA. NO.**

**PRESENT: SMT. INA MALHOTRA**  
**Hon'ble Member (J)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NEW DELHI BENCH OF  
THE NATIONAL COMPANY LAW TRIBUNAL ON 07.10.2016**

**NAME OF THE COMPANY:** M/s. Dentsu Media and Holding India Pvt. Ltd. & Ors.

**SECTION OF THE COMPANIES ACT:** 621A

<u>S.NO.</u>	<u>NAME</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1)	British Rajgar	Advocate	Applicant	

**ORDER**

The petitioners have filed this application u/s 621A of the Companies Act, 1956 praying for compounding of the offence u/s 297 (1) of the Companies Act. The said petition has been routed through the office of the RoC along with their comments. The company entered into informal arrangement with the following entities namely M/s. Dentsu Marcom Pvt. Ltd., M/s. Dentsu Communications Pvt. Ltd, M/s. Dentsu Creative Impact Pvt. Ltd., M/s. Taproot India Communication Pvt. Ltd., M/s. Webchutney Studio Pvt. Ltd., and M/s. Blue Slate Media Pvt. Ltd., for availing and/or providing services wherein the director of the company is directly or indirectly interested, for the period 1.07.2012 to 14.01.2013 without obtaining prior approval of the Central Government. Besides, in certain cases where prior approval of the Central Government was taken for a period of 3 years w.e.f. 15.01.2013, it has exceeded the limit of the estimated value of the contract as approved. The company has even availed same type of services from some

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of those entities for which it did not have any approvals. Since the paid up share capital of the company is more than Rs.1 crore, they were required to seek prior approval of the Central Government which they failed to do, thereby violating the provisions of Section 297(1) of the Companies Act 1956.


2. The period of default is stated to be from 01.07.2012 to 29.07.2014.

3. The aforesaid offence is punishable u/s 629A of the Companies Act, 1956 whereby the Company and every officer who is in default is punishable with a fine which may extend to Rs.5000/- and where the contravention is a continuing one, with a further fine which may extend to Rs.500 for every day after the first during which the contravention continues. The RoC has therefore recommended the imposition of the maximum fine in terms of Section 629A of the Companies Act, 1956 which tantamounts to Rs. 2,75,000/- on the Company and on each of the other two petitioners.

4. Given the facts of the case that there is no legal impediment in compounding of this offence, and the fact that petitioners have suo moto applied for compounding their prayer can be granted. This Bench deems it sufficient to impose a fine of Rs. 2 Lacs on each of the defaulting petitioners. Accordingly, fine is imposed as under:

For	Amount (Rs.)
M/s. Dentsu Media and Holdings India Pvt. Ltd.	Rs.2 Lacs
Mr. Tadashi Urashima, Director	Rs.2 Lacs
Mr. Divya Rupchand Karani, Director	Rs.2 Lacs
<b>TOTAL</b>	<b>Rs.6 Lacs</b>

5. Subject to the remittance of the aforesaid fine within 10 days, the offence shall stand compounded. Compliance Report be placed on record upon which due communication be sent to the office of the RoC.
6. Petition stands disposed off in terms of the above and be consigned to Record Room.

  
(Ina Malhotra)  
Member Judicial