

**BEFORE THE ADJUDICATING OFFICER**

**ROC -cum- OL, ODISHA, CUTTACK**

**(ADJUDICATION ORDER NO. ROC/CTC/AO/92&137/2019)**

**ORDER**

**UNDER SECTION 454 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES  
(ADJUDICATION OF PENALTIES) RULES, 2014**

**IN THE MATTER OF ORISSA INDUSTRIES LIMITED  
CIN : L26109OR1944PLC000062**

**Appointment of Adjudicating Officer :-**

1. The Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad. II dated 24.03.2015 appointed the undersigned as Adjudicating Officer (hereinafter referred to as "the A.O") in exercise to the powers conferred by Section 454 of the Companies Act, 2013 (herein after known as **The Act**) read with Companies (Adjudication of Penalties) Rules, 2014 (Notification No. GSR 254(E) dated 31.03.2014) for adjudging penalties under the provisions of the Act. The undersigned vide the Companies (Amendment) Ordinance, 2019 is entrusted to adjudicate penalties under Section 92 and 137 of the Act with effect from 02.11.2018.

**Company :-**

2. Orissa Industries Limited (herein after known as the Company) CIN L26109OR1944PLC000062 is a registered company with the office of the ROC -cum- OL, Odisha and having its registered office address at Lathikata, Sundargarh, Orissa, Pin : 770 037, India as per records maintained by this office in online registry.

**Show Cause Notice, Reply and Personal Hearing :**

3. The Show Cause Notices (SCN) under Section 92(5) and 137(3) of the Companies Act, 2013 were issued vide No. PS/Sec.92/137/0062/2019/2699(5) dated 12.02.2019 to the Company, and its three Directors in-default viz. Praveen Reehl (DIN 00167941), Ravin Jhunjhunwala (DIN 00323751 ), Puja Mishra (DIN 01735539) and also to its relevant Company Secretary viz.



Rathindranath Bhattacharyya (PAN ADMPB8807B ). The Noticee's to SCN were called upon to show the cause for non-filing of Annual Return and Financial Statement for the financial year 2017-18 pursuant to Section 92 and Section 137 of the Act respectively.

4. In response to the aforesaid SCN, the Company Secretary viz. Rathindranath Bhattacharyya (PAN ) furnished a letter dated 02.03.2019 stating that he has resigned from the company with effect from 24.01.2012. Further, Shri Bhattacharyya stated that he had no financial, Administrative and legal responsibilities in respect of the Company. Also no response to SCN was received from the company and its directors.

**Provisions of the Companies Act, 2013 :**

5. Sub-Section (1) of Section 92 of the Act provides that every company shall prepare an Annual Return in the prescribed form and sub-section (4) of Section 92 of the Act provides that every company shall file with the Registrar a copy of the Annual Return, within sixty days from the date on which the Annual General Meeting is held or where no Annual General Meeting is held in any year within sixty days from the date on which the Annual General Meeting should have been held together with the statement specifying the reasons for not holding the Annual General Meeting, with such fees or additional fees, as applicable.
6. Every company shall prepare its Annual Return in the prescribed form containing the particulars as they stood on the close of the Financial Year regarding :
  - (a) its registered office, principal business activities, particulars of its holding subsidiary and associate companies;
  - (b) its share, debentures and other securities and shareholding pattern;
  - (c) its indebtedness;
  - (d) its members and debenture-holders alongwith changes therein since the close of the previous financial year;
  - (e) its promoters, directors, key managerial personnel alongwith changes therein since the close of the previous financial year;
  - (f) meetings of members or a class thereof, Board and its various committees alongwith attendance details;
  - (g) remuneration of directors and key managerial personnel;

- (h) penalty or punishment imposed on the company, its directors or officers and details of compounding of offences and appeals made against such penalty or punishment;
  - (i) matters relating to certification of compliances, disclosures as may be prescribed;
  - (j) details, as may be prescribed, in respect of shares held by or on behalf of the Foreign Institutional Investors indicating their names, addresses, countries of incorporation, registration and percentage of shareholding held by them; and
  - (k) such other matters as may be prescribed,
- and signed by a director and the Company Secretary, or where there is no Company Secretary, by a Company Secretary in practice :

7. sub-section (5) of Section 92 of the Act provides that if any company fails to file its annual return under sub-section (4) of Section 92 of the Act, before the expiry of the period specified therein, such company and its every officer who is in default shall be liable to a penalty of fifty thousand rupees and in case of continuing failure, with further penalty of one hundred rupees for each day during which such failure continues, subject to a maximum of five lakh rupees.
8. Sub-section (1) of Section 129 of the Act provides that company shall prepare a financial statement comply with the accounting standards notified under Section 133 of the Act and sub-section (2) of Section 129 of the Act provides that at every annual general meeting of a company, the Board of Directors of the company shall lay before such meeting financial statements for the financial year. Further sub-section (1) of the Section 137 of the Act provides that a copy of financial statements, including consolidated financial statement, if any along with all the documents which are required to be or attached to such financial statements under this Act, duly adopted at the annual general meeting of the company, shall be filed with the Registrar within thirty days of the date of annual general meeting in such manner, with such fees or additional fees, as applicable.
9. Sub-section (3) of Section 137 of the Act provides that if a company fails to file the copy of financial statements under sub-section (1) or sub-section (2) of the Section 137, as the case may be, before the expiry of the period specified therein, the company shall be liable to a penalty of one thousand rupees for every day during which the failure continues but which shall not be more than ten lakh rupees, and the Managing Director and Chief Financial Officer of the company, if any, and, in the absence of the Managing Director and the Chief Financial Officer,

any other Director who is charged by the Board with the responsibility of complying with the provisions of this section, and, in the absence of any such director, all the directors of the company, shall be liable to a penalty of one lakh rupees and in case of continuing failure with further penalty of one hundred rupees for each day after the first during which such failure continues, subject to a maximum of five lakh rupees.

### ORDER

10. The Company and its Directors have not filed Annual Return and Financial Statement pursuant to Sub-Section (4) of Section 92 and Sub-Section (1) of Section 137 of the Act respectively for financial year ending 31.03.2018, thereby attracting penal provisions under Sub-Section (5) of Section 92 and Sub-Section (3) of Section 137 of the Act respectively. The offence is of serious nature since non-filing of Annual Accounts by the Company put itself out of reach of stakeholders/regulatory authorities and other concerned.

The object of filing of Annual Return of company with the Public Domain is in the public interest, to enable the investors, public and whosoever interested in the company can access the fundamental information about the company and its management. Non-filing of this statutory return will result in denial of information to public about the company.

The object of filing Financial Statements of a company with MCA Portal is to enable the interested public/investors/statutory agencies to access and know about the company's state of affairs. The financial statements of a company so filed shall give a true and fair view of the state of affairs of the company. The said statements will become documents of public domain and the interested public can access the said statements through MCA website to know the financial state of affairs of the company as on that date.

11. Having considered the facts and circumstances of the case, and after taking into account the factors above, the A.O do hereby impose penalty on Company, Directors and its Company Secretary as per Table Below for violation of Section 92 and 137 of the Companies Act, 2013 for Financial Year ending 31.03.2018. The A.O is of the opinion that penalty is commensurate with the aforesaid default committed by the Noticee's.



Document Required to be filed	No. of days of Default*	Penalty imposed on Company/ Directors/Company Secretary	First Default (in Rs.)	Default Continues (in Rs)	Total (in Rs.)
Financial Statement U/s. 137 of the Companies Act, 2013	370 days	On Company	Rs. 1,000 x 370 = 3,70,000.00		3,70,000.00
		Praveen Reehl	1,00,000/-	100 x 370 = 37,400	1,37,000.00
		Ravin Jhunhunwala	1,00,000/-	100 x 370 = 37,400	1,37,000.00
		Puja Mishra	1,00,000/-	100 x 370 = 37,400	1,37,000.00
		Rathindranath Bhattacharyya	1,00,000/-	100 x 370 = 37,400	1,37,000.00
Annual Returns u/s. 92(4) of the Companies Act, 2013	342 days	On Company	50,000/-	100 x 342 = 34,200	84,200.00
		Ravin Jhunhunwala	50,000/-	100 x 342 = 34,200	84,200.00
		Puja Mishra	50,000/-	100 x 342 = 34,200	84,200.00
		Rathindranath Bhattacharyya	50,000/-	100 x 342 = 34,200	84,200.00

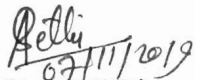
- No. of days have been calculated from 02.11.2018 till 11.11.2019 and from 1<sup>st</sup> December, 2018 till date of order i.e. 07.11.2019 for Financial Statement and Annual Return respectively.
12. The company and its directors and Company Secretary are hereby directed to rectify the default immediately from the date of receipt of copy of this order.
  13. The Penalty imposed shall be paid through the Ministry of Corporate Affairs portal only.
  14. Appeal if any against this order may be filed in writing with the Regional Director, Eastern Region, Ministry of Corporate Affairs, Nizam Palace, 3<sup>rd</sup> Floor, 234/4, A.J.C. Bose Road, Kolkata : 700 020 within a period of sixty days from the date of receipt of this order, in Form ADJ setting forth the grounds of appeal and shall be accompanied by a certified copy of this order. [Section 454 of the Companies Act, 2013 read with the Companies (Adjudicating of Penalties) Rules, 2014].
  15. Your attention is also invited to Section 454(8) of the Act regarding consequences of non-payment of penalty.

*Petty*

6. In terms of the provisions of sub-rule (9) of Rule 3 of the Companies (Adjudication of Penalties) Rules, 2014, a copy of this order is being sent to Orissa Industries Limited, Lakthikata, Sundergarh : 770 037, Orissa, Shri Praveen Reehl (DIN 00167941) at C-84, Koel Nagar, Sector : 19, Rourkela : 769 014, Sundergarh, Shri Ravin Jhunjhunwala (DIN 00323751) at Y-12, Civil Township, Rourkela : 769 004, Sundergarh, Ms. Puja Mishra (DIN 01735539) at Plot No. 4, Bidyut Marg, Nayapally, Bhubaneswar : 751 012, Khurda and Shri Rathindranath Bhattacharyya (PAN ADMPB8807B) at Paschimpally, Tarapukur (W), Po: Agarpara, Kolkata : 700 019, West Bengal and also Secretary to the Govt. of India, Ministry of Corporate Affairs, Shastri Bhawan, A Wing, 5<sup>th</sup> Floor, Dr. R. P. Road, New Delhi : 110 001.

Place : Cuttack

Dated, the 7<sup>th</sup> November, 2019

  
( A. K. SETHI )  
Adjudicating Officer, Odisha  
ROC -cum- OL, Odisha