



भारत सरकार
कारपोरेट कार्य मंत्रालय
कार्यालय रजिस्ट्रार ऑफ कम्पनीज
पंजाब एवं चंडीगढ़,
कारपोरेट भवन
प्लॉट नम्बर 4-बी, सैक्टर 27-बी, चंडीगढ़
फोन नम्बर: 0172 2639415, 2639416

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF
COMPANIES PUNJAB AND CHANDIGARH,
CORPORATE BHAWAN
PLOT NO.4-B, SECTOR 27B, CHANDIGARH
PHONE NO.172-2639415, 2639416

No. ROC CHD/Adj/

682

Dated: 14-12-23

**ORDER UNDER SECTION 454 FOR VIOLATION OF SECTION 118 OF THE
COMPANIES ACT, 2013, READ WITH COMPANIES (ADJUDICATION OF
PENALTIES) RULES, 2014**

IN THE MATTER OF M/s BESTOW FINISHING SCHOOL PRIVATE LIMITED

(CIN: U74900CH2013PTC034445)

1. The Ministry of Corporate Affairs vide its gazette notification no.S.O.831(E) dated 24.3.2015, has appointed the undersigned as Adjudicating Officer (AO) in exercise of the powers conferred by section 454 of the Companies Act, 2013 (hereinafter known as an Act) read with Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act.
2. Whereas M/s Bestow Finishing School Private Limited (hereinafter referred to as "the Company") is a company registered with this office under the Provisions of the Companies Act, 2013/1956 (or previous Acts in force, as applicable) having its registered office situated at H. NO 647 SECTOR-16, CHANDIGARH, Chandigarh, India, 160017 as per data available at MCA website.

Provisions of the Act: -

3. **Whereas as per Section 118(1)** Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of

every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.

As per Section 118(11) If any default is made in complying with the provisions of this section in respect of any meeting, the company shall be liable to a penalty of twenty-five thousand rupees and every officer of the company who is in default shall be liable to a penalty of five thousand rupees.

Facts about the case: -

4. That inquiry under Section 206(4) of the Companies Act, 2013 was conducted against M/s. Bestow Finishing School Private Limited and during inquiry proceedings it was found that the pages of minutes of the company produced by company were not consecutively numbered. This office had issued Show Cause Notice for violation of section 118(1) of the Companies Act, 2013 read with Companies (Adjudication of Penalties) Rules, 2014 to the company and its directors vide this office letter No. ROC CHD/2023-24/576 to 578 dated 19.10.2023. But no reply or communication has been received to such show cause notice sent to the company and its directors regarding making of minutes book without consecutive page numbering.

Further, on the request of the company for making an oral submission, Sh. Sukhdev Gandhi was given an opportunity to make an oral submission/representation either personally or through an authorized representative before this office on 06 December, 2023 at 12:30 p.m. In this context, Mr. Sukhdev Gandhi, director appeared before the undersigned on 06.12.2023 at 11:00 a.m. During the oral submission he has stated that M/s Bestow Finishing School Private Limited is a non-working company and there is no instance of any type of sales/purchase or other activities in the company, there is no inventories or other business activities in the company and the directors have not performed any business since its incorporation and he has further stated that they have not received the show cause notice as he was admitted to the hospital, so during that time the show cause notice might have reached his office. But his reply was not found to be satisfactory as he has not furnished proof of hospitalization. He had agreed orally to pay the penalty imposed.

5. Therefore, it is concluded that the company and its officers in default are liable for penalty as prescribed under Section 118(11) of the Companies Act, 2013 r/w Secretarial Standard -1 on meetings of Board of directors for not consecutively

numbering the pages of the minutes of the company viz Bestow Finishing School Private Limited.

Accordingly, I am inclined to impose a penalty as prescribed under sub-section (11) of Section 118 of the Companies Act, 2013. The details of the penalty imposed on the company and officers in default is as under:

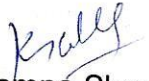
Nature of Default	Violations under Companies Act, 2013	Name of person on whom penalty imposed	Final penalty Imposed (Rs)	Final penalty Imposed- 50% being small company u/s. 446B. (Rs)
Not consecutively numbering the pages of the minutes of Board meeting.	SEC.118(1)	On Company	25,000	12,500
		Sh.Sukhdev Gandhi	5,000	2,500
		Sh. Robin Arora	5,000	2,500

I am of this opinion that penalty is commensurate with the aforesaid failure committed by the Noticees and penalty so imposed upon the **Officers-in-default shall be paid from their personal sources/income.**

It is further directed that penalty imposed shall be paid through the **Ministry of Corporate Affairs portal only** as mentioned under **Rule 3(14) of Company (Adjudication of Penalties) (Amendment) Rules, 2019** under intimation to this office.

- Appeal against this order may be filed in writing with the **Regional Director (Northern Region), Ministry of Corporate Affairs, CGO Complex, Lodhi Road, New Delhi**, 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(5) & 454(6) of the Act, read with Companies (Adjudication of Penalties) Rules, 2014].**

7. Your attention is also invited to **Section 454(8)(i) and 454(8)(ii) of the Companies Act, 2013**, which state that in case of non-payment of penalty amount, the company shall be punishable with fine which shall not be less than twenty five thousand rupees but which may extend to five lakh rupees and officer in default shall be punishable with imprisonment which may extend to six months or with fine which shall not be less than twenty five thousand rupees but which may extend to one lakh rupees or with both.
8. In terms of the provisions of sub-rule (9) of Rule 3 of the Companies (Adjudication of Penalties) Rules, 2014, copy of the order is being sent to: - **(1.)** M/s Bestow Finishing School Private Limited, H. NO 647 SECTOR-16, CHANDIGARH, Chandigarh, India, 160017, **(2.)** Sh. Sukhdev Gandhi, Director, Street Number 3, Thalesh Bagh Colony, Sangrur, 148001, Punjab, India, **(3.)** Sh. Robin Arora, Director, House Number 123, Partap Nagar Sangrur, Sangrur, 148001, Punjab, India and **(4.)** Regional Director (Northern Region), Ministry of Corporate Affairs, CGO Complex, Lodhi Road, New Delhi and will also be uploaded on website.


(Kamna Sharma)

Registrar of Companies & Adjudicating Officer
Punjab and Chandigarh

Copy to: - The Regional Director (NR), Ministry of Corporate Affairs, New Delhi for information and record.