



सत्यमेव जयते

भारत सरकार/ GOVERNMENT OF INDIA

कॉरपोरेट कार्य मंत्रालय/ MINISTRY OF CORPORATE AFFAIRS

कम्पनी रजिस्ट्रार का कार्यालय, मध्यप्रदेश,

Office of The Registrar of Companies, Madhya Pradesh

संजय कॉम्पलेक्स, 'ए' ब्लॉक, तीसरी मंजिल, /Sanjay Complex, 'A' Block, 3<sup>rd</sup> Floor,  
जयेन्द्रगंज, ग्वालियर – 474 009/ Jayendraganj, Gwalior – 474009.

E.mail: [roc.gwalior@mca.gov.in](mailto:roc.gwalior@mca.gov.in)

No. ROC-G/Adj-Penal/Order/S. 89/2024/ 4064

Dated 27 MAR 2024

To,

**1. M/S REALWORKS INFRABUILD PRIVATE LIMITED,**

5/5 A, MANORAMAGANJ, NAVRATAN BAGH ROAD,

BEHIND BCC HOUSE INDORE – 452001,

MADHYA PRADESH, INDIA.

Email: [realworksinf@gmail.com](mailto:realworksinf@gmail.com)

**2. Mrs. DEEPTI DANGI, DIRECTOR,**

(FROM 27.01.2012 TO TILL DATE)

(DIN – 01743542, PAN - AETPD2451F)

112 A, RAVINDRA NAGAR,

INDORE- 452018, MADHYA PRADESH, INDIA.

Email: [hdangica@yahoo.co.in](mailto:hdangica@yahoo.co.in)

**3. Mr. PAWAN AGRAWAL, DIRECTOR,**

(FROM 14.03.2011 TO TILL DATE)

(DIN – 01961172, PAN - ABFPA5224L)

30, AKSHAYDEEP COLONY, CHHOTI KHAJRANI,

AB ROAD, VIJAY NAGAR,

INDORE- 452010, MADHYA PRADESH, INDIA.

Email: [pawanagrawal195@gmail.com](mailto:pawanagrawal195@gmail.com)

4. **Mr. ABHISHEK PARWAL, DIRECTOR,**  
(FROM 14.03.2011 TO TILL DATE)  
(DIN – 02770581, PAN - AANPP0474G)  
5/5 A, NAVRATAN BAGH ROAD,  
MANORAMAGANJ, BEHIND BCC HOUSE,  
INDORE- 452001, MADHYA PRADESH, INDIA.  
Email: [abhishekarwal@yahoo.com](mailto:abhishekarwal@yahoo.com)

5. **Mrs. ARALI SHAH, DIRECTOR,**  
(FROM 14.03.2011 TO TILL DATE)  
(DIN – 02879756, PAN - APEPS5195K)  
13/1, SOUTH TUKOGANJ,  
INDORE- 452001, MADHYA PRADESH, INDIA.  
Email: [aralibavishi@gmail.com](mailto:aralibavishi@gmail.com)

6. **The Regional Director (NWR),**  
RoC Bhavan, Opp. Rupal Park Society,  
Behind Ankur Bus Stop,  
Naranpura, Ahmedabad – 380 013.

✓ 7. **E-Gov Cell, MCA,** for uploading the documents.

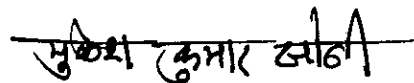
Sub: **Order under section 454 for violation of Section 89 of the Companies Act, 2013 read with Companies (Adjudication of Penalties) Rules, 2014.**

Sir,

Please find enclosed herewith copy of order dated 27.03.2024 passed in the matter of M/s **REALWORKS INFRABUILD PRIVATE LIMITED** for necessary compliance.

Encl: As above.

भवदीय/ Yours's faithfully,



मुकेश कुमार सोनी/ (Mukesh Kumar Soni)  
कम्पनी पंजीयक/ Registrar of Companies,  
मध्यप्रदेश, ग्वालियर/ Madhya Pradesh, Gwalior.

**Order Of Penalty for Violation of Section 89 of the Companies Act, 2013**

**In the matter of Companies Act, 2013**

**And**

**In the matter of adjudication proceeding under Section 89 of the Companies Act,  
2013.**

**And**

**In the matter of M/s REALWORKS INFRABUILD PRIVATE LIMITED**

**(CIN: U70100MP2011PTC025579)**

**(i) M/S REALWORKS INFRABUILD PRIVATE LIMITED,**

**5/5 A, MANORAMAGANJ, NAVRATAN BAGH ROAD,**

**BEHIND BCC HOUSE INDORE – 452001,**

**MADHYA PRADESH, INDIA.**

**Email: realworksinf@gmail.com**

**(ii) Mrs. DEEPTI DANGI, DIRECTOR,**

**(FROM 27.01.2012 TO TILL DATE)**

**(DIN – 01743542, PAN - AETPD2451F)**

**112 A, RAVINDRA NAGAR,**

**INDORE- 452018, MADHYA PRADESH, INDIA.**

**Email: hdangica@yahoo.co.in**

**(iii) Mr. PAWAN AGRAWAL, DIRECTOR,**

**(FROM 14.03.2011 TO TILL DATE)**

**(DIN – 01961172, PAN - ABFPA5224L)**

**30, AKSHAYDEEP COLONY, CHHOTI KHAJRANI,**

**AB ROAD, VIJAY NAGAR,**

**INDORE- 452010, MADHYA PRADESH, INDIA.**

**Email: pawanagrawal195@gmail.com**

**(iv) Mr. ABHISHEK PARWAL, DIRECTOR,**

**(FROM 14.03.2011 TO TILL DATE)**

**(DIN – 02770581, PAN - AANPP0474G)**

**5/5 A, NAVRATAN BAGH ROAD,**

**MANORAMAGANJ, BEHIND BCC HOUSE,**



INDORE- 452001, MADHYA PRADESH, INDIA.

Email: [abhishekparwal@yahoo.com](mailto:abhishekparwal@yahoo.com)

(v) **Mrs. ARALI SHAH, DIRECTOR,**

(FROM 14.03.2011 TO TILL DATE)

(DIN – 02879756, PAN - APEPS5195K)

13/1, SOUTH TUKOGANJ,

INDORE- 452001, MADHYA PRADESH, INDIA.

Email: [aralibavishi@gmail.com](mailto:aralibavishi@gmail.com)

..... Respondent

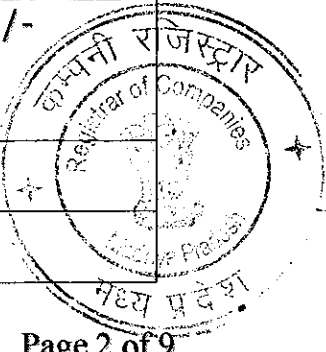
**1. Appointment of Adjudicating Officer**

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 (AO) in exercise of the powers conferred by section 454(1) of the Companies Act, 2013 (herein after known as Act) read with Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act.

**2. Company**

Whereas Company, **REALWORKS INFRABUILD PRIVATE LIMITED (CIN: U70100MP2011PTC025579)** [herein after known as Company] is a registered company with this office under the provisions of Companies Act, 1956/ 2013 having its registered office situated at 5/5 A, Manoramaganj, Navratan Bagh Road, Behind BCC House, Indore, Madhya Pradesh, 452001, India, as per the MCA website. The financial & other details of the subject company for the year ended 31<sup>st</sup> March, 2023 as available on MCA-21 portal is stated as under:

| Sl. No. | Particulars                             | Details    |
|---------|-----------------------------------------|------------|
| 1.      | Paid-up capital (F.Y. 2022-23)          | 1,00,000/- |
| 2.      | Turnover (F.Y. 2022-23)                 | NIL        |
| 3.      | Net worth of the Company (F.Y. 2022-23) | 3,86,478/- |
| 4.      | Holding company                         | No         |
| 5.      | Subsidiary company                      | Yes        |



|    |                                                        |                 |
|----|--------------------------------------------------------|-----------------|
| 6. | Whether company registered under Section 8             | No              |
| 7. | Type of Company                                        | Private company |
| 8. | Whether company registered under any other Special Act | No              |

**3. The relevant provision of the Act and Rules therewith: -**

**Section 89. Declaration in Respect of Beneficial Interest in any Share:**

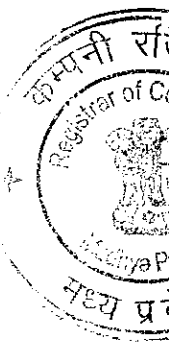
*(1) Where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration within such time and in such form as may be prescribed to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.*

*(2) Every person who holds or acquires a beneficial interest in share of a company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars as may be prescribed.*

*(3) Where any change occurs in the beneficial interest in such shares, the person referred to in sub-section (1) and the beneficial owner specified in sub-section (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars as may be prescribed.*

*(5) If any person fails to make a declaration as required under sub-section (1) or sub-section (2) or sub-section (3), he shall be liable to a penalty of fifty thousand rupees and in case of continuing failure, with a further penalty of two hundred rupees for each day after the first during which such failure continues, subject to a maximum of five lakh rupees.*

*(6) Where any declaration under this section is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within 2&3[thirty days] from the date of receipt of declaration by it, a return in*



*the prescribed form with the Registrar in respect of such declaration with such fees or additional fees may be prescribed.*

***(7) If a company, required to file a return under sub-section (6), fails to do so before the expiry of the time specified therein, the company and every officer of the company who is in default shall be liable to a penalty of one thousand rupees for each day during which such failure continues, subject to a maximum of five lakh rupees in the case of a company and two lakh rupees in case of an officer who is in default.***

## **Rule 9 of The Companies (Management and Administration) Rules, 2014**

### **Declaration in Respect of Beneficial Interest in Any Shares**

***(1) person whose name is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares (hereinafter referred to as "the registered owner"), shall file with the company, a declaration to that effect in Form No.MGT.4, within a period of thirty days from the date on which his name is entered in the register of members of such company:***

***(2) Every person holding and exempted from furnishing declaration or acquiring a beneficial interest in shares of a company not registered in his name (hereinafter referred to as "the beneficial owner") shall file with the company, a declaration disclosing such interest in Form No. MGT.5, within thirty days after acquiring such beneficial interest in the shares of the company:***

***(3) Where any declaration under section 89 is received by the company, the company shall make a note of such declaration in the register of members and shall file, within a period of thirty days from the date of receipt of declaration by it, a return in 6Form No.MGT.6 with the Registrar in respect of such declaration with fee.***



#### 4. Facts of the case

- (i) Whereas it is observed from the record that company has filed its Annual Return for F.Y 2014-15 vide e-form MGT-7 (Q70636469) to F.Y 2021-22 vide e-form MGT-7 (SRN F46222584) wherein it is mentioned that M/s Cube Infrastructure Private Limited is holding 9990 shares (99.90%) in the subject company. However, it is seen that company has in total 2 (two) shareholders. Therefore, the beneficial holder and the registered holder ought to have declared the status of their interest in the shares in terms of Section 89(1) and Section 89(2) of the Act. Further, it was also seen that the company has not filed MGT-6 in term of Rules 9 (3) of Companies (Management and Administration) Rule, 2014 with this office.
- (ii) In view of above facts, a show cause notice u/s 89 of the Act was issued to the company vide letter dated 19.02.2024.
- (iii) In response to the said SCN dated 19.02.2024, the company and its officers who is in default have not submitted any reply to this office.

Further, in view of above, a hearing in the matter was scheduled for oral submissions on 20.03.2024 wherein directors of the company namely Mr. Abhishek Parwal and Mr. Pawan Agrawal have appeared for hearing and submitted the letter of authority/ authorization letter dated 20.03.2024 on behalf of directors namely Mrs. Arali Shah and Mrs. Deepti Dangi. A reply dated 20.03.2024 have been submitted by the directors of company on hearing wherein company stated that the e-form MGT-6 has been filed vide SRN F93483891 on 16.03.2024. The directors of the company have submitted as under: -

- *With reference to your aforesaid notice dated 19.02.2024. It came to our notice that our company has not filed MGT-6 in terms of Rule 9 of The Companies (Management and Administration) Rules, 2014. We would like to inform you that our company is complying all the applicable provision of the Companies Act, 2013 since its incorporation in full spirit and law. Any delay in filing of necessary forms with ROC is matter of prudence and any errors in the documents filed with the ROC can be a matter of arithmetic or human error. There are no intentions of the Company, its directors and its member to not to abide with the Companies Act or rules made thereunder or to produce any*



*information which is misleading and incorrect and is prejudicial interest of any stakeholder of the Company.*

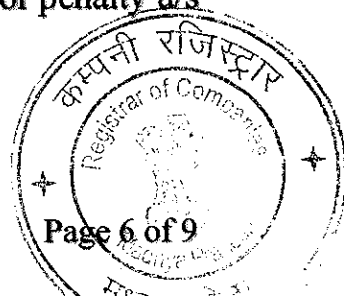
- *As soon as we received the show cause notice we initiated the process of filing the MGT-6 with and we have filed it with SRN F93482891 on 16.03.2024.*
- *We would like to inform you that, our Company is a law abiding Company and all the director of the company hereby agree to render all assistance to the Registrar of companies in relation to the above matter.*
- *In light of the above explanation, we request you to kindly drop any Penal action, if any proposed to be taken against our Company as we have complied with the requirements within 30 days from the day we received the show cause notice.*

(iv) Thereafter, based on the submissions during hearing, company was asked to submit additional documents like authorization letter concerning MGT-5, receipt of declaration pursuant to section 89(1) and 89(2) and other documents.

(v) Thus, it is evident from the filing of e-form MGT-6 that company had received forms MGT-4 and MGT-5 on 20.04.2014 but form MGT-6 has been filed vide SRN F93482891 on 16.03.2024.

## **5. Adjudication of Penalty: -**

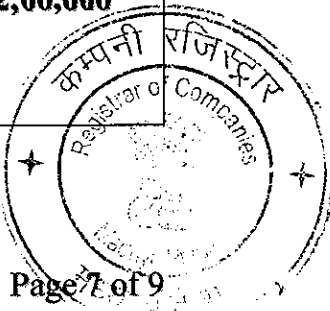
- (i) The company has stated that it has filed MGT-6 on 16.03.2024. But it is clear that such form was filed only after receipt of a SCN from this office. It is also seen that the company had already received the copies of MGT-4 and MGT-5 on 20.04.2014. In such case, it has no discretion to withhold the filing of form MGT-6. Thus, the company was required to file form MGT-6 on or before 19.05.2014. Accordingly, there is a delay of 3587 days in filing e-form MGT-6 (From 19.05.2014 to 15.03.2024 (Substituted by the Companies (Amendment) Act, 2020, Notification dated 28th September, 2020 Amendment Effective from 21st December 2020)). Hence, there is a violation of Section 89(6) of the Act and accordingly the company and its every officer in default are liable for penalty u/s 89(7) of the Act.



- (ii) The subject company is a subsidiary and does not get covered under the purview of small company as defined u/s 2(85) of the Act. Hence, the benefit of section 446B would not be applicable on the company.
- (iii) Now in exercise of the powers conferred vide Notification dated 24th March, 2015 and having considered the reply submitted by the noticee (s) in response to the notice issued on 19.02.2024 and reply dated 20.03.2024, I do hereby impose the penalty on the company and its officers in default for violation of Section 89(6) of the Act:

**Table-I**

| Violation section & period                                   | Name of persons on whom penalty is imposed                                           | Calculation of penalty amount (in Rs.) | Maximum Penalty (Rs.) | Final Penalty imposed (Rs.) |
|--------------------------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------|-----------------------|-----------------------------|
| A                                                            | B                                                                                    | C                                      | D                     | E                           |
| Section 89(6) for delay of 3587 days in filing of Form MGT-6 | <b>On Company</b><br><b>REALWORKS</b><br><b>INFRABUILD</b><br><b>PRIVATE LIMITED</b> | 3587x1000 =<br>35,87,000/-             | 5,00,000              | 5,00,000                    |
|                                                              | <b>Mrs. DEEPTI</b><br><b>DANGI,</b><br><b>(DIRECTOR)</b>                             | 3587x1000 =<br>35,87,000/-             | 2,00,000              | 2,00,000                    |
|                                                              | <b>Mr. PAWAN</b><br><b>AGRAWAL,</b><br><b>(DIRECTOR)</b>                             | 3587x1000 =<br>35,87,000/-             | 2,00,000              | 2,00,000                    |
|                                                              | <b>Mr. ABHISHEK</b><br><b>PARWAL,</b><br><b>(DIRECTOR)</b>                           | 3587x1000 =<br>35,87,000/-             | 2,00,000              | 2,00,000                    |
|                                                              | <b>Mrs. ARALI SHAH,</b><br><b>(DIRECTOR)</b>                                         | 3587x1000 =<br>35,87,000/-             | 2,00,000              | 2,00,000                    |



## 6. Order

The company and its officers who is in default are hereby directed to pay the penalty amount as per **column no. E** of above Table-I. I am of this opinion that penalty is commensurate with the aforesaid failure committed by the Notice and penalty so imposed upon the Officers-in-default shall be paid from their personal sources/ income/ own funds.

7. 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 **within 90 days of receipt of this order, and intimate this office with proof of penalty paid.**
8. 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 both.
9. Appeal against this order may be filed in writing with the Hon'ble Regional Director (NWR), Ministry of Corporate Affairs, Ahmedabad within a period of **sixty days** from the date of receipt of this order, in Form ADJ (available on Ministry website [www.mca.gov.in](http://www.mca.gov.in) 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 (Adjudicating of Penalties) Rules, 2014).
10. 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 **M/S REALWORKS INFRABUILD PRIVATE LIMITED, 5/5 A, MANORAMAGANJ, NAVRATAN BAGH ROAD, BEHIND BCC HOUSE**



INDORE – 452001, MADHYA PRADESH, INDIA, **Mrs. DEEPTI DANGI, DIRECTOR**, 112 A, RAVINDRA NAGAR, INDORE- 452018, MADHYA PRADESH, INDIA, **Mr. PAWAN AGRAWAL, DIRECTOR**, 30, AKSHAYDEEP COLONY, CHHOTI KHAJRANI, AB ROAD, VIJAY NAGAR, INDORE- 452010, MADHYA PRADESH, INDIA, **Mr. ABHISHEK PARWAL, DIRECTOR**, 5/5 A, NAVRATAN BAGH ROAD, MANORAMAGANJ, BEHIND BCC HOUSE, INDORE- 452001, MADHYA PRADESH, INDIA, **Mrs. ARALI SHAH, DIRECTOR**, 13/1, SOUTH TUKOGANJ, INDORE- 452001, MADHYA PRADESH, INDIA and **Regional Director (NWR)**, Naranapura, Ahmedabad and will also be Uploaded On MCA Website.

**The adjudication notice stands disposed off with this order.**

  
**मुकेश कुमार सोनी / (Mukesh Kumar Soni)**

निर्णायक अधिकारी एवं कम्पनी पंजीयक/Adjudicating officer & Registrar of Companies,  
मध्यप्रदेश, ग्वालियर/Madhya Pradesh, Gwalior.

Reserved on this 20<sup>th</sup> day of March 2024.

Pronounced and Signed on this 27<sup>th</sup> day of March 2024.

Place: Gwalior, Madhya Pradesh.



**Copy to: -**

1. The Regional Director (NWR),

RoC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop,

Naranpura, Ahmedabad – 380 013.

2. E-Gov Cell, MCA.