

NATIONAL COMPANY LAW APPELLATE TRIBUNAL

PRINCIPAL BENCH

NEW DELHI

COMPANY APPEAL (AT) NO.234 OF 2025

In the matter of

Tanvi Construction Pvt Ltd & Anr

Appellant

Vs

Registrar of Companies, Mumbai

Respondent

For Appellant:Mr Aditya Bharat Manubarwala, Ms Tanishka Grover, Mr Harsh Tyagi, Mr Gopal Singh, Advocates.

For Respondent:Mr Durga Dutt, Mr Pradeep Yadav, Advocates.

ORDER

HYBRID MODE

14.10.2025: This appeal is filed against an impugned order dated 19.08.2025 passed by the Ld. NCLT Mumbai Bench in CP No.65(MB)/2025. It is the grievance of the appellant though the penalty, as was initially imposed by the Ld. ROC, to an extent of Rs.8.89 Crores has since been reduced to Rs.92 lakh approximately, but still it is on the higher side considering the facts of the case. It is the submission of the learned counsel for the appellant the penalty was imposed due to inability to hold AGM(s) since 2016 till 2023. It is submitted the said meetings could not be held because of disputes between two directors of Appellant No.1 company and there being a deadlock even in the affairs of the company and that in the year 2016, Appellant No.2 had moved an IA 48/2016 in CP 20/2016 for appointment of a Chairman for statutory compliances. CP No.20/2016 was rather filed by Appellant No.2 alleging Oppression and Mismanagement, against another director *i.e.* his estranged wife and in IA

No.48/2016, a Chairman was also appointed to run the company for six months but despite the request of Appellant No.2 his tenure was never extended.

2. It is further submitted AGMs for all 7 years were subsequently held on 03.09.2024 and though the Ld. NCLT *vide* its impugned order 19.08.2025 in CP No.65/2025 had reduced the penalty but still it is on the higher side as the company is making a profit of Rs.50 lakh approximately since last 7-8 years and the financial condition of Appellant No.1 and 2 is not good enough to pay such a huge penalty.

3. In *Viavi Solutions India P Ltd and Others Vs Registrar of Companies, NCT of Delhi and Haryana (2017) 203 Comp Cas 165*, more specifically in *para 12*, the factors which could be considered at the time of compounding of any offence *viz.the imposition of penalty and its reduction thereto are given*. It is submitted the act of the Appellants No.1 and 2 was unintentional and was only because of deadlock in the company and the intention of the Appellant No.2 is evident from the fact in the year 2016 itself, he moved an application IA No.48/2016 for holding of AGMs and rather sought for an appointment of Chairman, which though appointed for six months, his period was never further extended. It is thus argued considering the financial condition of the company as also of Appellant No.2, the penalty be further reduced or the impugned order be set aside.

4. We have also perused the impugned order. The fact the profit of the appellant company is half of the penalty imposed for the last 7 years, it would

be appropriate if Ld. NCLT considers this fact and decides afresh *qua* further reduction, if any, of penalty after hearing both the parties. The appeal stands disposed of in view of this.

5. Pending applications are also disposed of.

6. The matter be listed before the Ld. NCLT, Mumbai on **19.11.2025 for further proceedings.**

(Justice Yogesh Khanna)
Member (Judicial)

(Mr Ajai Das Mehrotra)
Member (Technical)

Bm/md