

**Application No. RD/ER/454/35/23/Appeal**

**BEFORE THE REGIONAL DIRECTOR, EASTERN REGION  
MINISTRY OF CORPORATE AFFAIRS, KOLKATA.**

**IN THE MATTER OF**

THE COMPANIES ACT, 2013

**-AND-**

**IN THE MATTER OF**

M/S. MAYFLOWER INFRA REALTY PRIVATE LIMITED  
6A, KIRAN SHANKAR ROY ROAD, 2<sup>ND</sup> FLOOR, ROOM NO. 15,  
KOLKATA-700001, WEST BENGAL, INDIA

**-AND-**

**IN THE MATTER OF**

Application under section 454 of The Companies Act,  
2013 for preferring an appeal against the penalty order  
dated 31/08/2023 of Registrar of Companies, West  
Bengal passed for violating the provisions of section 158  
of the Companies Act, 2013.

**-AND-**

**IN THE MATTER OF**

1. M/S. MAYFLOWER INFRA REALTY PRIVATE LIMITED  
6A, KIRAN SHANKAR ROY ROAD, 2<sup>ND</sup> FLOOR, ROOM NO.  
15, KOLKATA-700001, WEST BENGAL, INDIA
  
2. SANJANA GUPTA (Director)  
12/A, RAMESH DUTT STREET,  
BEADON STREET, KOLKATA-700006,  
WEST BENGAL, INDIA

..... APPELLANTS

**In the matter of MAYFLOWER INFRA REALTY PRIVATE LIMITED**



**Date of Hearing** : 25/06/2024

**Present** Arun Kumar Jaiswal, Practicing Company Secretary and Authorised Representative of the Appellants

### **ORDER**

1. The present appeal under section 454 of the Companies Act, 2013 read with the provisions of the Companies (Adjudication of Penalties) Rules, 2014 was filed vide Form ADJ bearing SRN no. F77822047 dated 03/11/2023 by the aforesaid appellants against the penalty order under section 158 of the Adjudicating Authority i.e. Registrar of Companies, West Bengal dated 31/08/2023 communicated to the appellants vide letter no. ROC/ADJ/167411/454/2023/5631 dated 31/08/2023.
2. As per the aforesaid order of the Adjudicating Authority the office of the Registrar of Companies, West Bengal had issued Adjudication notice for violation of section 158 of the Act vide no. LEGAL/ADJ/2023/167411/11707-11709 dated 03.08.2022 to the company and its officers. That, in this regard, a reply dated 15/09/2022 was received by the ROC, West Bengal from the Company and its officers for aforesaid Adjudication notice which was not found satisfactory by the Adjudicating Authority.

3. Considering the above facts and circumstances of the case, the Adjudicating Authority had imposed Penalty for violation of section 158 of the Act as under :-

Name of the Applicant Company/ Director	Period of Default (FY)	Amount of Default (in Rs. )	Total maximum Penalty (in Rs.)
MAYFLOWER INFRA REALTY PRIVATE LIMITED	2016-17 2017-18 2018-19	50,000 * 3 no. of years	1,50,000
SANJANA GUPTA DIN: 02588490	2016-17 2017-18 2018-19	50,000 * 3 no. of years	1,50,000

4. Having considered the facts and circumstances of the case, ROC, West Bengal imposed a penalty of Rs. 1,50,000/- (Rupee One Lakh fifty thousands Only) on the concerned Company and Rs. 1,50,000/- (Rupees Fifty Thousand Only) to the Director in default for F.Y 2016-17, 2017-18 & 2018-19 under Section 158 of the Act, **in Total Rs. 3,00,000/-** (Rupees three lakh Only) (i.e., Rs. 1,50,000 on the Company and Rs. 1,50,000 on the Director) for failure to make compliance of the Act u/s. 158 of the Act.

5. The appeal was heard on 25/06/2024 Authorised Representative was asked to make submission regarding any infirmity in the order of Registrar of Companies. The Authorised Representative submitted Financial Statements for F.Y 2022-23 along with the reply dated



12.03.2024 to the Appellate Authority stating inter-alia in para (a) that “*the new amended definition of a small company is provided under section 2(85) of the Companies Act, 2013. The Act defines a small company as a company that is not a public company and has : paid up share capital equal to or below Rs 4 crore or such higher amount specified not exceeding more tan Rs 10 crores. A turnover equal to or bellow Rs 40 crore or such a higher amount specified not exceeding more than Rs 100 crore. **Our is a Small Company, as the paid up share capital of the company is Rs 2.5 lakhs with no revenue since past three years***”. The certified true copy of the Financial Statement for the F.Y 2022-23 is attached with the reply.

6. Based on the submissions made by the Authorised Representative and Balance Sheet and Annual Return filed in the MCA Portal for the F.Y 2022-23, the Appellate Authority is in view that the Company is falling under the definition of a Small Company u/s 2(85) of the Companies Act, 2013 and thus the Company and its director are liable for a lesser penalties u/s 446B of the Companies Act, 2013 for violation of section 158 of the Companies Act, 2013 Hence, the order of ROC is modified to that extent as cogent ground was made out by Authorised Representative. The undersigned by virtue of the power vested in Regional Director under section 454(7) of the Companies Act, 2013 read with the Companies (Adjudication of Penalties) Rules, 2014 modifies the order of the Registrar of Companies, West Bengal dated 31/08/2023 as under:

7. Name of the Applicant Company/ Director	Period of Default (FY)	Amount of Default (in Rs. )	Total maximum Penalty (in Rs.)	Penalty imposed by the Appellate Authority u/s 446B of the Companies Act, 2013
MAYFLOWER INFRA REALTY PRIVATE LIMITED	2016-17 2017-18 2018-19	50,000 * 3 no. of years	1,50,000	75,000
SANJANA GUPTA DIN: 02588490	2016-17 2017-18 2018-19	50,000 * 3 no. of years	1,50,000	75,000

8. Having considered the facts and circumstances of the case and after taking into account the factors above, the appellate authority impose a penalty of Rs. 75,000/- (Rupee seventy five thousands Only) on the concerned Company and Rs. 75,000/- (Rupees Seventy Thousand Only) to the Director in default for 2016-17, 2017-18 & 2018-19 under Section 158 of the Act, **in Total Rs. 1,50,000/-** (Rupees one lakh fifty thousand Only) (i.e., Rs. 75,000 for Company and Rs. 75,000 to Director) for failure to make compliance of the Act u/s. 158 of the Act.

9. The Company and directors/officers of the company shall pay the amount of penalty from out of their own pockets. The amount of penalty shall be paid within a period of 90 days from the date of



receipt of the copy of the order. Further, if the company and its directors fail to deposit the penalty amount within the prescribed time limit action under section 454(8)(i) and (ii) of the Companies Act, 2013 shall be initiated against the Company and its Directors.

10. Hence the instant Appeal stands disposed of accordingly.

(P.Sridhar)

**REGIONAL DIRECTOR (ER)**

**Signed this the 09<sup>th</sup> day of July, 2024.**

Copy to:-

- ✓ 1. M/S. MAYFLOWER INFRA REALTY PRIVATE LIMITED  
6A, KIRAN SHANKAR ROY ROAD,  
2<sup>ND</sup> FLOOR, ROOM NO. 15, KOLKATA-700001,  
WEST BENGAL, INDIA
2. SANJANA GUPTA (Director)  
12/A, RAMESH DUTT STREET,  
BEADON STREET, KOLKATA-700006,  
WEST BENGAL, INDIA
3. The Registrar of Companies,  
West Bengal,..... for information in respect of his letter no.  
ROC/ADJ/167411/454/2023/10224 dated 05/01/2024
4. The Officer in Charge, E-Gov. Cell, Ministry of Corporate Affairs, 5<sup>th</sup> Floor, A  
wing Shastri Bhavan, New Delhi-110001,-with a request to upload this Order on  
the website of the Ministry.