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MINISTRY OF
CORPORATE
AFFAIRS
GOVERNMENT OF INDIA

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कम्पनी पंजीयक का कार्यालय, तेलंगाना, हैदराबाद

OFFICE OF THE REGISTRAR OF COMPANIES, TELANGANA, HYDERABAD
दूसरी मंजिल, कॉर्पोरेट भवन, बंडलागुडा, नागोल, हैदराबाद - 500 068

2ND FLOOR, CORPORATE BHAWAN, BANDLAGUDA, NAGOLE, HYDERABAD - 500 068

File. No. ROC/HYD/ADJ/Sec 118/TNIPL/2024 | 1730 To दिनांक / Date: 22.10.2024
1735

PETITION NO. ADJ. 118/ OF 2024

IN THE MATTER OF SECTION - 118 OF COMPANIES ACT 2013

AND

IN THE MATTER OF

M/S. TROUW NUTRITION INDIA PRIVATE LIMITED

(A Company incorporated under the Companies Act, 2013, CIN:

U74900TG2013PTC129362, having its Registered office situated at Plot No. G 24,
Polepally Village Jadcherla Mandal, Mahbubnagar, Mehaboobnagar, Telangana,
India, 509350)

ORDER UNDER SECTION 454 FOR THE VIOLATION OF

SECTION 118 OF COMPANIES ACT, 2013 READ WITH RULE 25 OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

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 has appointed the Registrar of Companies, Telangana as Adjudicating Officer in exercise of the powers conferred by section 454 of the Companies Act, 2013 (hereinafter known as 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 Act. Further, the Registrar of Companies vide the Companies (Amendment) Act, 2020 is entrusted with power to adjudicate penalty as provided under Section 118 of the Companies Act with effect 21.12.2020.

2. Company: -

The company viz. M/s TROUW NUTRITION INDIA PRIVATE LIMITED (hereinafter known as 'company' or 'subject company') was incorporated on 25/02/2013 and having its registered office as per MCA21 records at Plot No. G 24, Polepally Village Jadcherla Mandal, Mahbubnagar, Mehaboobnagar, Telangana, India, 509350. The CIN of the Company is U74900TG2013PTC129362. The Financial and other details of the subject company for the year ended 31.03.2023 as available on MCA21 portal is stated as under: -

S. No	Particulars	Details
1	Paid up capital as per latest audited Financial Statement	25,95,94,930
2	Turnover as per latest audited Financial Statement	0
3	Holding Company	Nil
4	Subsidiary Company	Nil
5	Whether company registered under Section 8 of the Act?	No
6	Whether company registered under any other special Act?	No
7	Whether company is a small company?	No
8	Whether Section 446B is applicable to the company (lesser penalties for certain companies)?	No

3. Applicable provisions of Companies Act, 2013 and rules thereof: -

“Section 118 of the Companies Act, 2013 reads as under:

(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.

4. Facts of the Case: -

This office vide letter File no. ROCH/129362/TNIPL/Sec 118/2023-24/1078 TO 1081 dated 10.08.2024 issued notice to the company and its officer's U/S 206 (1) of the Companies Act, 2013 to furnish Compliance of provision of section 118 of the

Companies Act, 2013 r/w Companies (Management and Administration) Rules, 2014.

- a) The Company was incorporated under the Companies Act, 1956 on 25th February 2013 under the jurisdiction of Registrar of Companies, Tamil Nadu.
- b) As per provisions of Sec. 118 of the Act, the Company had prepared the minutes of the Board Meetings and General Meetings on regular basis as per the Act and complied the provisions. However, for the ease of doing business, the Company was shifted its registered office from Chennai, Tamil Nadu to Hyderabad, Telangana with effect from 28th December 2018 and also shifted its registered office from Ranga Reddy District to Mahabubnagar District on 18th February 2022. In the course of shifting of its registered office, the several minutes of the Board meetings and shareholders meetings were mis-placed and are not traceable.
- c) Further, due to lack of awareness in the Board of Directors about the secretarial compliance and secretarial documents and also lack of professional advice, these secretarial documents were misplaced by the officer of the Company during the shifting of registered offices. Whereas, after identification of these non-compliances, the Board has adopted the robust mechanism to maintain proper minutes and to keep the minutes under the safe custody of the Directors/authorized person.
- d) Accordingly, the Company has filed this adjudication application with the Registrar of Companies, Telangana for non-maintenance/misplace of minutes of the meetings. Whereas, as per Rule 25 (1) (e), the Company has to preserve the minutes of the Board and shareholders meetings permanently. Hence, the Board of Directors have decided to re-construct the misplaced minutes based on the information and the documents available

from the Company and also authorize the director to sign the re-constructed minutes on behalf of the Board.

- e) Further, after preparation of the reconstructed minutes of the Board and the shareholders meetings. Mr. Saurabh Shekhar, director of the Company has signed the minutes on 12th April 2024. Accordingly, there is a delay in signing of the minutes of the Board and shareholders meeting as per Rule 25(1) (b) and 25(1)(d) of the rules and which are non-compliances as per provisions of the Act.
- f) Further, the Company and the Board of Directors have filed all the statutory forms with the Ministry of Corporate Affairs since incorporation and the relevant extracts of the minutes were also filed as attachment to the said Forms. The Company has initiated strict compliance measures with the help of professionals, both internal and external professional entities.
- g) However, the non-compliance with Sec.118 of the Act, is unintentional and not in such nature which are prejudice the interest of shareholders, creditors, employees, directors or any other party/ parties dealing with the Company.
- h) Further, the Company has not constituted any Committee during FY 2013-14 to FY 2021-22 and nor has it passed any resolutions through postal ballot. Hence, preparation of minutes of the Committee is not applicable to the Company.

5. Notice for adjudication and hearings: -

A reasonable opportunity of being heard was given to the applicant / Authorised representative vide ROCH/HEARING NOTICE/TNIPL/2024 dated 10th August 2024 under Sub-section 4 of Section 454 of the Companies Act, 2013. Mr. G.M.Ganapathi Company Secretary in practice / Authorized representative attended the personal hearing on behalf of the applicants on 22nd August 2024 at 11:30 A.M. and orally made

the submissions before the undersigned. He further made the request that lesser penalty be imposed on the company and its directors.

Penalty provision under section 118 of the Companies Act, 2013

“Section 118 of the Companies Act, 2013 reads as under:

(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.

Rule 25 of Companies (Management & Administration) Rules, 2014.

(1) (a) A distinct minute book shall be maintained for each type of meeting namely:-

- (i) general meetings of the members;*
- (ii) meetings of the creditors*
- (iii) meetings of the Board; and*
- (iv) meetings of each of the committees of the Board.*

Explanation.- For the purposes of this sub-rule, resolutions passed by postal ballot shall be recorded in the minute book of general meetings as if it has been deemed to be passed in the general meeting.

(b) (i) The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date of such entry within thirty days of the conclusion of the meeting.

(ii) In case of every resolution passed by postal ballot, a brief report on the postal ballot conducted including the resolution proposed, the result of the voting thereon and the summary of the scrutinizer's report shall be entered in the minutes book of general meetings along with the date of such entry within thirty days from the date of passing of resolution.

(c) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting or each report in such books shall be dated and signed

(i) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the chairman of the said meeting or the chairman of the next succeeding meeting.

(ii) in the case of minutes of proceedings of a general meeting, by the chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that chairman within that period, by a director duly authorised by the Board for the purpose.

(iii) In case of every resolution passed by postal ballot, by the chairman of the Board within the aforesaid period of thirty days or in the event of there being no chairman of the Board or the death or inability of that chairman within that period, by a director duly authorized by the Board for the purpose.

(d) The minute books of general meetings shall be kept at the registered office of the company and shall be preserved permanently and kept in the custody of the company secretary or any director duly authorised by the board.

(e) The minutes books of the Board and committee meetings shall be preserved permanently and kept in the custody of the company secretary of the company, or any director duly authorized by the Board for the purpose and shall be kept in the registered office or such place as Board may decide.

6. Order: -

- 1) While adjudging quantum of penalty under Section 118 and Section 454 of the Act, read with Companies (Adjudication of penalties) Rules, 2014. The Adjudicating Officer shall have due regard to the factors mentioned therein.
- 2) If any default is made in complying with the provisions of Section 118 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.

3) Details of the Board Meetings for which minutes are reconstructed:

S. No	Financial Year	Date of Board Meeting
1	2012-13	04.03.2013
2	2013-14	13.06.2013
3		23.09.2013
4		17.12.2013
5		03.03.2014
6		02.05.2014
7	2014-15	24.07.2014
8		08.09.2014
9		29.12.2014
10		28.01.2015
11	2015-16	27.05.2015
12		27.07.2015
13		23.09.2015
14		13.01.2016
15	2016-17	13.05.2016
16		14.07.2016
17		12.09.2016
18		15.12.2016
19		01.03.2017
20		27.03.2017
21	2017-18	26.05.2017
22		29.05.2017
23		25.09.2017
24		26.09.2017
25		03.10.2017
26		13.11.2017
27		15.12.2017
28		17.01.2018
29		26.03.2018
30	2018-19	30.05.2018
31		07.06.2018
32		18.06.2018
33		06.07.2018
34		14.09.2018
35		17.09.2018
36		17.10.2018
37	10.02.2019	

S. No	Financial Year	Date of Board Meeting
38	2019-20	25.04.2019
39		19.07.2019
40		17.10.2019
41		11.12.2019
42		17.12.2019
43		09.01.2020
44	2020-21	15.06.2020
45		30.09.2020
46		30.11.2020
47		18.12.2020
48		05.01.2021
49		15.02.2021
50	2021-22	19.03.2021
51		18.05.2021
52		20.08.2021
53		29.11.2021
54		08.03.2022

Details of the General Meeting for which minutes are reconstructed:

S. No.	Financial Year	Type of Meeting	Date of Meeting
1	2014-15	Annual General Meeting	30.09.2014
2	2015-16	Annual General Meeting	30.09.2015
3	2017-18	Extra- Ordinary General Meeting	29.05.2017
4		Extra- Ordinary General Meeting	14.12.2017
5	2018-19	Extra- Ordinary General Meeting	12.07.2018
6		Annual General Meeting	28.09.2018
7	2019-20	Annual General Meeting	30.09.2019

4) Having considered the facts, reply submitted, and the hearings held in the matter and after taking into accounts the stated factors further the no FIR complaint is produced by the company for misplaced minutes. The undersigned has reasonable cause to believe that the subject company and its officers in default have failed to comply with the provisions of Section 118 of the Companies Act, 2013. I do hereby impose the penalty on the company and its officers in default as per table below for violation of section 118 of the Companies Act, 2013 r/w Rule 25 of the Companies (Management and Administration) Rules, 2014 as follows:

Penalty for Board Meeting minutes:

Name of the Company	Penalty as per Companies Act, 2013		
	On default	Calculation of Penalty Amount	Penalty Imposed (Figures in Rs)
TROUW NUTRITION INDIA PRIVATE LIMITED	Rs.25,000/-* 54 (number board meetings)	13,50,000/-	13,50,000/-
Total Penalty (A)			Rs. 13,50,000/-
Officer in Default	Penalty as per Companies Act, 2013.		
	On default	Calculation of Penalty Amount	Penalty Imposed (Figures in Rs)
Mr. Saurabh Shekhar (Director)	Rs.5,000/-*54 (number of board meetings)	2,70,000/-	2,70,000/-
Mr. Rangavajjala Sankar Bharadwaj (Director)	Rs.5,000/-*54 (number of board meetings)	2,70,000/-	2,70,000/-
Total Penalty(B)			Rs. 5,40,000/-
Grand Total (A+B)			Rs. 18,90,000/-

Penalty for General Meetings:

Name of the Company	Penalty as per Companies Act, 2013		
	On default	Calculation of Penalty Amount	Penalty Imposed (Figures in Rs)
TROUW NUTRITION INDIA PRIVATE LIMITED	25,000*7 (number of general meetings)	1,75,000	1,75,000/-
Total Penalty(A)			Rs.1,75,000/-
Officer in Default	Penalty as per Companies Act, 2013.		
	On default	Calculation of Penalty Amount	Penalty Imposed (Figures in Rs)
Mr. Saurabh Shekhar (Director)	Rs.5000*7 (number of general meetings)	35,000/-	35,000/-
Mr. Rangavajjala Sankar Bharadwaj (Director)	Rs. 5000*7 (number of general meetings)	35,000/-	35,000/-
Total Penalty (B)			Rs. 70,000/-
Grand Total (A+B)			Rs. 2,45,000/-

7. The penalty as indicated above, shall be paid within 30 days from the date of issue of this order by company and the officers in default (out of their own resources)

and file e-Form INC-28, with the office of RoC, Hyderabad with copies of challan in proof of payment within the stipulated time period.

8. In this regard your attention is also drawn to the provisions of Section 454(5) and (6) which contemplate that:

“(5) Any person aggrieved by an order made by the adjudicating officer under sub-section (3) may prefer an appeal to the Regional Director having jurisdiction in the matter.

(6) Every appeal under sub-section (5) shall be filed within sixty days from the date on which the copy of the order made by the adjudicating officer is received by the aggrieved person and shall be in such form, manner and be accompanied by such fees as may be prescribed.”

9. In this regard your attention is also drawn to the provisions of Section 454(8) (i) and (ii) of the Companies Act, 2013 which read as follows:

- i. *Where company fails to comply with the order made under sub-section (3) or sub-section (7), as the case may be, within a period of ninety days from the date of the receipt of the copy of the order, 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.*
- ii. *Where an officer of a company or any other person who is in default fails to comply with the order made under sub-section (3) or sub-section (7), as the case may be within a period of ninety days from the date of the receipt of the copy of the order, such officer 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.*


Issued under my hand and seal on this the 22nd of October 2024



परविंदर सिंह/ (PARVINDER SINGH, I.C.L.S)

कम्पनी पंजीयक/ REGISTRAR OF COMPANIES

तेलंगाना, हैदराबाद/ TELANGANA, HYDERABAD


Office of the Regional Director,
South East Region
Ministry of Corporate Affairs
3rd Floor, Corporate Bhawan, Bandlaguda,
Nagotla, Mittamanna Village, Rayachoti Mandal,
Ranga Reddy District, Hyderabad- 500088,
Telangana

*o/c
Suresh
22/10/24*

To:

File. No. ROC/HYD/ADJ/Sec 118/TNIPL/2024

1. M/s. TROUW NUTRITION INDIA PRIVATE LIMITED
Plot No. G 24, Polepally Village Jadcherla Mandal,
Mahbubnagar, Mehaboobnagar, Telangana, India, 509350

File. No. ROC/HYD/ADJ/Sec 118/TNIPL/2024

2. Mr. Vijay Kumar Kabra (Director)
F No-18, Daisy Block, LT Serene County Telecom NGR,
Gachibowli, Serilingampally Ranga Reddy, 500032,
Telangana, India

File. No. ROC/HYD/ADJ/Sec 118/TNIPL/2024

3. Mr. Saurabh Shekhar (Director)
C 2004, My Home Bhooja, Knowledge City, near IKEA,
Radargram, Madhapur, Shaikpet, 500081, Telangana, India
4. RD(SER)
5. MCA – for uploading on the website.
6. Guard File - 2024