

भारत सरकार/ GOVERNMENT OF INDIA

Tel. 2321907

कॉरपोरेट कार्य मंत्रालय/ MINISTRY OF CORPORATE AFFAIRS

2430012

कम्पनी रजिस्ट्रार का कार्यालय, मध्यप्रदेश,

By Speed Post

Office of The Registrar of Companies, Madhya Pradesh

संजय कॉम्पलेक्स, 'ए' ब्लॉक, तीसरी मंजिल,/Sanjay Complex, 'A' Block, 3rd Floor,

जयेन्द्रगंज, ग्वालियर – 474 009/ Jayendraganj, Gwalior – 474009.

E.mail: roc.gwalior@mca.gov.in

No. ROC-G/Adj-Penalties/Order/2023/ 2968

Dated 20 DEC 2023

To,

1. M/s SAILOR EXPORTS LIMITED

179/3 PATTHAR MUNDLA ROAD, PALDA, INDORE,

MADHYA PRADESH, 452001, INDIA.

Email: info@sailorexports.com

2. Mr. MAHESH KUMAR NAGRANI (DIRECTOR)

FROM (14.12.1995 TO TILL DATE)

(DIN- 00241717, PAN- AAMPN6708J)

DASHMESH GURUDWARA, 189/2, BAIRATHI COLONY, KHATIWALA

TANK INDORE 452014 MADHYA PRADESH INDIA

EMAIL: kishanmahesh2016@gmail.com

3. Mr. KISHANCHAND NAGRANI (DIRECTOR)

FROM (08.12.2011 TO TILL DATE)

(DIN- 00243455, PAN- ADJPN1588Q)

35-36 SAMPAT FARM OPP AGRAWAL PUBLIC SCHOOL INDORE

452001 MADHYA PRADESH INDIA

Email: ca.manishflexipack@gmail.com

4. Mr. MANOJ KHATWANI (DIRECTOR)

FROM (08.12.2011 TO TILL DATE)

(DIN- 05137069, PAN- ALYPK3942L)

FLAT NO. 401, SAGAR PALACE 386-387, KHATIWALA TANK

INDORE 452001 MADHYA PRADESH INDIA

Email: info@sailorexports.com

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

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

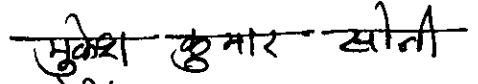
Sub: **Order under section 454 for violation of Section 170(2) of the Companies Act, 2013 read with Companies (Adjudication of Penalties) Rules, 2014.**

Sir,

Please find enclosed herewith copy of order dated **19.12.2023** passed in the matter of M/s **SAILOR EXPORTS 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 for Penalty for Violation of Section 170(2) of the Companies Act, 2013

In the matter of Companies Act, 2013

And

**In the matter of adjudication proceeding under Sub-section (2) of section 170 of
Companies Act, 2013.**

And

In the matter of SAILOR EXPORTS LIMITED

(CIN: U63021MP1995PLC010258)

1. M/s SAILOR EXPORTS LIMITED

Ist Floor, 6/2, Nayta Mundla Road Nemawar Road Palda,

Indore, Madhya Pradesh, 452020, India.

Email: info@sailorexports.com

2. Mr. MAHESH KUMAR NAGRANI (DIRECTOR)

FROM (14.12.1995 TO TILL DATE)

(DIN- 00241717, PAN- AAMPN6708J)

DASHMESH GURUDWARA, 189/2, BAIRATHI COLONY,
KHATIWALA TANK INDORE 452014 MADHYA PRADESH INDIA.

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FROM (08.12.2011 TO TILL DATE)

(DIN- 05137069, PAN- ALYPK3942L)

FLAT NO. 401, SAGAR PALACE 386-387, KHATIWALA TANK,
INDORE 452001, MADHYA PRADESH INDIA.

Email: info@sailorexports.com

.....Respondent

1. Appointment of Adjudicating Officer

Ministry of Corporate Affairs vide its Gazette Notification no A-42011/112/2014-Ad.II, dated 24.03.2015 appointed undersigned as Adjudicating Officer (AO) in exercise of the powers conferred by section 454(1) of the Companies Act, 2013 (hereinafter known as Act) read with Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act. The undersigned is entrusted to adjudicate penalties under section 172 of the Companies Act, 2013.

2. Company

Whereas, Company **SAILOR EXPORTS LIMITED** having **CIN: U63021MP1995 PLC010258**, (herein after referred to as “company”) is a registered company with this office under the provisions of Companies Act, 1956 having its registered office situated at 179/3 Patthar Mundla Road, Palda, Indore, Madhya Pradesh, 452001, India , Ist Floor, 6/2, Nayta Mundla Road Nemawar Road Palda, Indore, Madhya Pradesh, 452020, India, as per the MCA21 Registry.

3. Law relating to Register of Directors and key Managerial Personnel and their Shareholding: -

Section 170:

1[(1) Every company shall keep at its registered office a register containing such particulars of its Directors and key managerial personnel as may be prescribed, which shall include the details of securities held by each of them in the company or its holding, subsidiary, subsidiary of company's holding company or associate companies.

[(2) A return containing such particulars and documents as may be prescribed, of the Directors and the key managerial personnel shall be filed with the Registrar within 2&3[thirty days] from the appointment of every director and key managerial personnel, as the case may be, and within thirty days of any change taking place.]

4. Facts about the Case: -

The company has appointed Mrs. Sunita Nagrani as women director with effect from 22.08.2022 before the date of auditor report i.e., 03.09.2022 through the meeting of shareholders of company held on 22.08.2022. However, company has filed DIR-12 vide SRN AA2038179 on 19.04.2023 for appointment of women director Mrs. Sunita Nagrani. As company has filed the form DIR – 12 after expiry of thirty days from the appointment of women director. Thus, the company and its officers in default has violated the provisions of section 170(2) of the Companies Act, 2013 and liable for penal action under section 172 of the Companies Act, 2013.

5. Accordingly, this office had issued show cause notice for violation of section 170 of the Companies Act, 2013 to the company and its officer who is in default vide letter no. ROC-G/Adj.Pen./Sec.170/SEL/AT/2023/2705-2708 dated 30.11.2023. the company has submitted its reply dated 01.12.2023, which is received on 04.12.2023. The company in its reply stated that this office has already passed adjudication order dated 02.06.2023 against the company and its officer who is in default for violation of section 149(1) of the Act, i.e., for non-appointment of women director in the company and requested this

office to dispose off the adjudication proceedings as the company has complied the provisions of the Act. Reply dated 01.12.2023 submitted by the company is not satisfactory, as both the sections i.e., section 149(1) and section 170(2) of the Act are different sections. In this matter, the company has delayed file the Form DIR-12 vide SRN AA2038179, i.e., after expiry of 30 days of appointment of women director on 22.08.2022 and violated the provisions of section 170(2) of the Act and liable for penal action under section 172 of the Companies Act, 2013.

6. Thereafter, "Notices of Inquiry" vide letter No. RoC-G/Adj.Pen./Sec.170/SEL/AT/2023/2747-2750 dated 06.12.2023 were issued to the Company and its officer who is in default as per [Rule 3(3), Companies (Adjudication of Penalties) Rules 2014] and the date of hearing was fixed on 19.12.2023 at 11.30 A.M in the Office of Registrar of Companies, Madhya Pradesh, Sanjay Complex, A block- III floor, Jayendraganj, Gwalior, Madhya Pradesh.
7. No representative of the Company or Directors have appeared on the date so fixed 19.12.2023 at 11.30 A.M. As, no one appeared, Hence, as per Rule 3(8), Companies (Adjudication of Penalties) Rules 2014, the matter is being proceeded ex-parte.

8. **Penalty Provision for violation: -**

Non-compliance of section 170(2) would give rise to liability under section 172 which read as under:

Section 172:

If a company is in default in complying with any of the provisions of this Chapter and for which no specific penalty or punishment is provided therein, the company and every officer of the company who is in default shall be liable to a penalty of fifty thousand, and in case of continuing failure, with a further penalty of five hundred rupees for each day during which such failure continues, subject to a maximum of three lakh rupees in case of a company and one lakh rupees in case of an officer who is in default.]

9. **Order**

Having considered the facts and circumstances of the case and after taking into account the factors above and Notice dated 30.11.2023 and 06.12.2023 issued by ROC, Gwalior and submission submitted by the company it is concluded that the company and its officers in default are liable for penalty as prescribed under Section 172 of the Act for default is made in complying with the requirement of Section 170(2) of the Act. viz. **SAILOR EXPORTS LIMITED**. The period of default is being reckoned from the date 22.09.2022 i.e., after expiry of 30 days of appointment of women director on

22.08.2022. The period of default would continue till filing of form DIR-12 vide SRN AA2038179 on 19.04.2023. (This period is referred as default period) Therefore, the default period is 208 days (from 22.09.2022 to 18.04.2023)

Accordingly, the calculation of penalty is given as under:

| Nature of Default | Violation section under the Companies Act, 2013 | Name of Company/ Director(s)/ KMP on whom penalty is imposed | No. of days of default | Initial Penalty (Rs.) | Penalty for continuing default (Rs.) | Total Penalty imposed by the adjudication officer u/s 172 of Companies Act, 2013 (E+F) (Subject to a maximum of 3 lakh rupees in case of a company and 1 lakh rupees in case of an officer who is in default.) |
|---|---|--|------------------------|-----------------------|--------------------------------------|--|
| A | B | C | D | E | F | G |
| Company has filed DIR-12 after expiry of thirty days. | u/s170(2) of the Companies Act, 2013 | On Company | 208 | 50,000 | 1,04,000 | 1,54,000/- |
| | | Mr. MAHESH KUMAR NAGRANI (DIRECTOR) | 208 | 50,000 | 1,04,000 | 1,00,000/- |
| | | Mr. KISHANCHAND NAGRANI (DIRECTOR) | 208 | 50,000 | 1,04,000 | 1,00,000/- |
| | | Mr. MANOJ KHATWANI (DIRECTOR) | 208 | 50,000 | 1,04,000 | 1,00,000/- |

10. The company and its officers who is in default are hereby directed to pay the penalty amount as per column no. G of above Table. 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. 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.

11. 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.
12. 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 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).
13. 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 SAILOR EXPORTS LIMITED** Ist Floor, 6/2, Nayta Mundla Road Nemawar Road Palda, Indore – 452 020, Madhya Pradesh, India., **Mr. MAHESH KUMAR NAGRANI (DIRECTOR)** Dashmesh Gurudwara, 189/2, Bairathi Colony, Khatiwala Tank Indore 452014 Madhya Pradesh India, **Mr. KISHANCHAND NAGRANI (DIRECTOR)** 35-36 Sampat Farm Opp Agrawal Public School Indore, 452001 Madhya Pradesh India, **Mr. MANOJ KHATWANI (DIRECTOR)** Flat No. 401, Sagar Palace 386-387, Khatiwala Tank, 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 19th December, 2023.

Pronounced and Signed on this 20th December, 2023.

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.