**NATIONAL COMPANY LAW TRIBUNAL**

**COURT ROOM NO. 1,**

**MUMBAI BENCH**

**Item No. 127**

**CP/251(MB)2026**

CORAM:

**SH. PRABHAT KUMAR** **SH. SUSHIL MAHADEORAO KOCHEY**

**HON'BLE MEMBER (TECHNICAL)** **HON'BLE MEMBER (JUDICIAL)**

ORDER SHEET OF THE HEARING ON **23.10.2026**

NAME OF THE PARTIES: **Softlink Global Limited VS The Registrar Of Companies.**

Section 441 of the Companies Act, 2013

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**ORDER**

**CP/251(MB)2026**

**1)** Ms. Garima Nagpal, AROC for ROC, Mumbai-I is present through VC.

**2)** This is a Company Petition filed under Section 441 of Companies Act, 2013 by Petitioners, namely Softlink Global Limited, Mr. Amit Maheshwari (whole Time Director) and Mr. Kunal Amit Maheshwari (Director) for compounding the default under Section 96 read with Section 99 and Section 174 read with Section 450 of the Companies Act, 2013 and Sections 192 and Sections 211 and 212 of the Companies Act, 1956 committed by the Company and its Directors.

**3)** It is stated that owing to disputes between the promoters, Mr Narendra Gupta instituted a petition before this Tribunal, Mumbai Bench, under Sections 241 and 242 of the Companies Act, 2013, alleging oppression and mismanagement against the Company and its management, and the said petition was withdrawn and disposed of vide order dated 13.12.2021 after taking the settlement between the parties on record.

**4)** It is stated that the Applicant Company, after the restoration of normal management and operations pursuant to the settlement between the promoters, undertook a comprehensive review of its statutory records, secretarial compliances and filings made under the Companies Act, 2013/1956. During such review, it was observed that certain procedural and technical non-compliances had inadvertently occurred during the period when the Company's affairs and management were adversely affected by disputes between the promoters. Upon identifying the said lapses, the Applicant Company immediately initiated corrective measures and regularised such defaults wherever permissible under the law. However, in respect of the contraventions pertaining to Section 96 read with Section 99 and Section 174 read with Section 450 of the Companies Act, 2013 and Sections 192 and Sections 211 and 212 of the Companies Act, 1956, the Applicant Company has approached this Tribunal by way of the present Compounding Petition seeking appropriate relief in accordance with law.

**Default u/s 96 of the Companies Act, 2013**

**5)** The Applicant Company held its Annual General Meeting for the financial year 2019-20 and 2021 on 14.02.2022 and 15.02.2022 respectively and adopted the Audited financial statements. It is explained that during the relevant period, the Company was facing prolonged disputes between its promoters and directors, resulting in litigation before this Tribunal, which significantly affected the Company's administration and operations. Following the settlement of the disputes, the management undertook the exercise of restoring statutory records, completing pending compliances, and regularising various corporate affairs. Consequently, the Annual General Meetings could not be convened within the time prescribed under Section 96 of the Companies Act, 2013.

**6)** It is submitted that as required under Section 96(1) of the Companies Act, 2013, the Applicant Company was required to hold its Annual General

Meeting for the Financial Year within the period prescribed under the Act. It is contended that the delay was neither deliberate nor intended to evade compliance, but occurred solely due to exceptional circumstances affecting the management and affairs of the Company. The said offence is punishable under section 99 of the Companies Act, 2013.

**Default u/s 192 of the Companies Act, 1956**

**7)** Further, the Applicant Company entered into a Business Transfer Agreement dated 31st March, 2013 with EXIM Software, a partnership firm, for acquisition of its business as a going concern on a slump sale basis with a view to consolidating the business operations of the Applicant Company and to ensure seamless continuation of the business activities. The Business Transfer Agreement was duly approved by the members of the Applicant Company by passing the requisite Special Resolution at the General Meeting held on 28.02.2012 for the said purpose; however, the copy of said resolution together with the prescribed particulars and attachments in Form 23 was not filed with the Registrar of Companies within 30 days from the date of passing of the Special Resolution in accordance with the provisions of Section 192 of the Companies Act, 1956 read with the applicable rules made thereunder due to inadvertent oversight, administrative lapse and lack of proper monitoring of the statutory filing requirements at the relevant point of time. It is further stated that the default was purely technical and procedural in nature and was neither deliberate nor intentional; no wrongful gain or undue benefit accrued to the Applicant Company or its officers, nor was any loss or prejudice caused to the members, creditors or any other stakeholder. The said offence is punishable under section 192 (5) & (6) of the Companies Act, 1956.

**Default u/s 211 and 212 of the Companies Act, 1956**

**8)** During the course of a comprehensive review of its historical statutory records and financial statements undertaken after restoration of normal

management and operations, it was observed that the audited financial statements of the Company contain certain mistakes which constitute default u/s 211 read with 212 of the Companies Act, 1956.

a. The Financial Statement for the Year 2005-06 contained an inadvertent error in the disclosure of the face value of the equity shares under the head "Share Capital". The audited Balance Sheet for the year ended 31st March, 2006 disclosed the authorised, issued, subscribed and paid-up share capital as comprising 10,000 Equity Shares of ₹100/- each, aggregating to ₹10,00,000. A copy of the Audited Financial Statements for the aforesaid discrepancy occurred due to an inadvertent clerical and typographical error while preparing the financial statements for the Financial Year 2005-06. The error was confined solely to the disclosure of the face value of the equity shares in the Schedule relating to Share Capital, whereas the statutory records of the Company, including the Register of Members and share certificates, correctly reflected the face value of 10/- per equity share. Subsequently, upon verification of the original statutory records of the Company, including the Register of Members, share certificates and other contemporaneous corporate records, it was found that the actual face value of each equity share was ₹10/- per share, and not 100/- per share as inadvertently disclosed in the financial statements. The Register of Members maintained by the Company clearly records the nominal value of each equity share as ₹10/-, thereby establishing that the error was confined solely to the disclosure made in the financial statements and did not affect the Company's actual paid-up share capital, shareholding pattern, rights of shareholders or any transaction undertaken by the Company. This incorrect disclosure resulted in the financial statements not accurately reflecting the particulars of the Company's share capital and thereby constituted a technical non-compliance with Section 211(1) of the Companies Act, 1956, which

required the Balance Sheet to give a true and fair view of the state of affairs of the Company. The said offence is punishable under section 211(7) of the Companies Act, 1956.

b. The audited financial statements of the Company for the relevant financial years did not include consolidation of the financial statements of Softlink Logistic Systems (Americas), INC., a company incorporated under the laws of the State of Delaware on 28.06.2013, in which the Applicant Company held 60% of the equity share capital. The Applicant Company had made the investment in the said subsidiary on 28.06.2013, being the date of its incorporation, and accordingly, the said company was treated as a subsidiary of the Applicant Company. However, it was observed that the consolidated financial statements were not drawn by the company. It is explained that, during the relevant financial years, the said subsidiary had limited business operations and insignificant financial activities, and there were no material transactions or substantial financial dealings between the Applicant Company and the subsidiary. Accordingly, the investment in the subsidiary was reflected in the Applicant Company's standalone financial statements as an investment. It is contended that the aforesaid non-consolidation was not with any intention to conceal any transaction, suppress any income, misstate the financial position of the Applicant Company or derive any undue benefit. The omission was solely due to an inadvertent and bona fide misunderstanding of the applicable accounting and statutory requirements prevailing at the relevant time. The said offence is punishable under section 212(9) of the Companies Act, 1956.

**Default under Section 174 of the Companies Act, 2013**

**9)** It was also found that the board meeting dated 29.05.2021 was attended by only one director, and Mr Arun Ashan Tankarajan was appointed as Additional Director thereat; thus, the board has transacted the business

despite there being no quorum. It is explained that the said lapse occurred due to inadvertent oversight and without any mala fide intention or wrongful gain to the Company or its directors. Since there is no specific penalty prescribed for this offence, the said offence is liable to be dealt with in terms of Section 450 of the Companies Act, 2013.

**10)** It is contended that these defaults occurred due to inadvertent oversight, administrative lapse and lack of proper understanding of the applicable statutory requirements at the relevant time. The defaults were purely technical and procedural and were neither deliberate nor intentional. It did not result in any wrongful gain to the Applicant Company or its officers, nor did it cause any loss or prejudice to any member, creditor or stakeholder. Upon identifying the lapses, the Applicant Company has taken corrective measures and strengthened its internal compliance and monitoring mechanisms to ensure strict compliance with the provisions of the Companies Act, 2013, and to prevent the recurrence of such defaults.

**11)** Hence, this Compounding Petition is being filed.

**12)** The Registrar of Companies, Mumbai, has filed its comments (a) in respect of the offence under Section 96 of the Companies Act, 2013 vide report no. ROC(M-I)/441/SGL/2026-27/323 dated 07.10.2026; (b) in respect of the offence under Section 192 of the Companies Act, 1956 vide report no. ROC(M-I)/441/SGL/2026-27/343 dated 16.10.2026; (c) in respect of the offence under Section 212 of the Companies Act, 1956 vide report no. ROC(M-I)/441/SGL/2026-27/342 dated 16.10.2026; (d) in respect of the offence under Section 211(1) of the Companies Act, 1956 vide report no. ROC(M-I)/441/SGL/2026-27/325 dated 07.10.2026. The Registrar of Companies has stated that the offences are compoundable and that this Tribunal may consider compounding thereof in accordance with the law. It is further stated that the company is a profit-making company and had earned a net profit of Rs. 1871.88 lakhs in FY 2024-25. It is further stated that Mr. Narendra Kumar Gupta, who was also an officer in default in

respect of the offences under Sections 96 of the Companies Act, 2013, and Section 211(1), 212 and 192 of the Companies Act, 1956, is not the applicant herein. It is further stated that the company has not filed consolidated financial statements for subsequent years as well. The RoC has not filed any comments in relation to the offence under Section 174 of the Companies Act, 2013. It was informed by the ARoC that the RoC has to adjudicate independently in relation to the said offence.

**13)** We have gone through the Petition and the Report submitted by the Registrar of Companies, Mumbai, and noted that the Petition for compounding of offence(s) committed under Sections 96 of the Companies Act, 2013, and Section 211(1), 212 and 192 of the Companies Act, 1956, in relation to which the RoC has filed comments, states that the offence(s) are compoundable and can be considered by this Tribunal in terms of Section 441 of the Companies Act, 2013. It is also observed therein that the Petitioner Company has earned a net profit of Rs. 1871.88 lakh for the Financial Year 2024-25.

**14)** Having regard to the facts and circumstances of the case, we compound the offences under Sections 96 of the Companies Act, 2013, and Section 211(1), 212 and 192 of the Companies Act, 1956 in the following terms subject to payment of following amounts as compounding fine for these offences in terms of Section 99 read with Section 451 of the Companies Act, 2013, and Section 211(7), 212(9) and 192(5) of the Companies Act, 1956 & Section 450 of the Companies Act, 2013, Section 211(7), by the applicant company and Applicant Nos. 2 within 30 days :

a. a sum of Rs. 1,00,000/- each for financial years 2019-20 and 2020-21 by the Company and Rs. 50,000/- each for financial years 2019-20 and 2020-21 by Applicant No. 2 in relation to offence committed under Section 96 of the Companies Act, 2013;

b. a sum of Rs. 50,000/- each by Applicant Company and Applicant no. 2 in relation to offence committed under Section 192(1) of the Companies Act, 1956;

c. a sum of Rs. 10,000/- by Applicant No. 2 in relation to the offence committed under Section 211(1) of the Companies Act, 1956;

d. a sum of Rs. 10,000/- for each financial year beginning from FY 2013-14 and ending with the financial year for which consolidated financial statements were attached to the annual financial statements, along with the financial statements of the subsidiary company, by Applicant No. 2, and by Applicant No. 3 for each financial year beginning from FY 2021-22 onwards, in relation to the offence committed under Section 212(1) of the Companies Act, 1956.

**15)** Needless to say, the Company shall file consolidated financial statements in terms of Section 37 of the Companies Act, 2013 independent of aforesaid compounding.

**16)** Further, it is noted that Section 174 of the Companies Act, 2013, prescribing the minimum quorum for the meeting of the board, does not contemplate that holding a meeting with insufficient quorum shall be an offence under the Companies Act, 2013. However, Section 174(4) only provides for the adjournment of such a meeting to the next week at the same time and place. It follows that the business transacted at the meeting, having an insufficient quorum, cannot be regularised by resorting to the compounding provisions. Nonetheless, it is noted that Section 450 of the Companies Act, 2013 provides that if a company or any officer of a company or any other person contravenes any of the provisions of this Act or the rules made thereunder, or any condition, limitation or restriction subject to which any approval, sanction, consent, confirmation, recognition, direction or exemption in relation to any matter has been accorded, given or granted, and for which no penalty or punishment is

provided elsewhere in this Act, the company and every officer of the company who is in default or such other person shall be punishable with a fine which may extend to ten thousand rupees, and where the contravention is a continuing one, with a further fine which may extend to one thousand rupees for every day after the first during which the contravention continues. Since, in the present case, the Board of Directors has proceeded to appoint one Additional Director at a board meeting held on 29.05.2021, which could not have been done for want of quorum, accordingly, we are of the considered view that the said act of applicant no. 2 can be condoned in terms of Section 450 of the Companies Act, 2013. Since the term of the Additional Director comes to an end on the conclusion of the following Annual General Meeting, or, in the absence thereof, on the last date by which such Annual General Meeting ought to have been held. In case of financial year 2020-21, the last date of holding AGM shall expire on 30.09.2021. we compound the said act of the company as well as Applicant No. 2 subject to payment of fine of Rs. 25,000/- each by them. It is clarified that the said compounding shall not regularise the business transacted by the company with the vote of such Additional Director, if the Registrar of Companies finds it impermissible.

**17)** The aforesaid shall be deposited in "Bharatkhosh" account in favour of "Pay and Accounts Officer, Ministry of Corporate Affairs, Mumbai". Further, Applicant No. 2 shall pay the fine from his own resources. Mr. Narendra Kumar Gupta, the other Director, shall also be eligible to have the aforesaid offences compounded on the above terms and shall deposit the compounding fine as required to be deposited by Applicant No. 2.

**18)** In terms of above, the Company Petition bearing CP/251(MB)2026 is hereby allowed and disposed of.

**Sd/-**
**PRABHAT KUMAR**
**MEMBER (TECHNICAL)**

**Sd/-**
**SUSHIL MAHADEORAO KOCHEY**
**MEMBER (JUDICIAL)**

/Nitesh Puri Goswami/