

NATIONAL COMPANY LAW APPELLATE TRIBUNAL
NEW DELHI

Company Appeal (AT) No. 238 of 2019

IN THE MATTER OF:

Quinn Logistics India Pvt. Ltd. & Ors.

...Appellants

Versus

**The Registrar of Companies,
Hyderabad**

...Respondent

Present:

For Appellant :

**Mr. Arun Kathpalia, Senior Advocate with
Mr. Swapnil Gupta, Mr. Ujjal Banerjee, Ms. Ankita
Sinha and Ms. Neelambika Singh, Advocates**

O R D E R

17.09.2019 For violation of the provisions of Section 166 of the Companies Act, 1956 (now Section 96 of the Companies Act, 2013) for period of 1st October, 2012 to 31st March, 2014; 1st April, 2014 to 9th July, 2017 and 1st October, 2015 to 9th July, 2017 etc. , the Appellants filed an application under Section 621A of the Companies Act, 1956 (now Section 441 of Companies Act, 2013). The National Company Law Tribunal, Hyderabad Bench, Hyderabad (for short, the '**Tribunal**') by impugned order dated 19th July, 2019 reduced the fine by compounding for the period of alleged violation, which is in between 10 to 15% of the maximum amount. The Appellants being aggrieved have challenged the impugned order dated 19th July, 2019.

2. Learned counsel appearing on behalf of the Appellants submitted that since 8th November, 2012 the company was writing to the Registrar of Companies, Andhra Pradesh, Hyderabad for authorisation to file Form 32 for the

appointment of Directors of the Company (Quinn Logistics India Pvt. Ltd.). By the said letter, it was also intimated that some of the Directors were removed in terms of the provisions of the Companies Act, 1956 pursuant to the 'Extra Ordinary General Meeting' of the shareholders dated 18th February, 2012. In the said 'Extra Ordinary General Meeting' the shareholders authorised one Mr. Paul McGowan and Robert Dix to file such forms as may be required with respect to the resolution. However, when the company wanted to file Form 32, it was not accepted by the system namely MCA21 System. The reason for non-acceptance was that none of them were listed as authorised signatories on the Ministry of Corporate Affairs website.

3. It was further submitted that in view of the aforesaid fact the Company (Quinn Logistics India Pvt. Ltd.) has not been able to comply with the filing under the Act as none of the Directors were listed as the Authorised Signatories.

4. From the aforesaid letter, we find that though it was in the knowledge of the Appellant that Form 32 was not accepted by the MCA21 System as their names (Mr. Paul McGowan and Robert Dix) were not shown as authorised signatories on the Ministry of Corporate Affairs (MCA) website, but there is nothing on the record to suggest that such request was made to the Ministry of Corporate Affairs or any such letter was communicated to the Ministry of Corporate Affairs.

5. In the circumstances, we give one opportunity to the Appellant to make available material to suggest that the matter was brought to the notice of the Ministry of Corporate Affairs that they are not in a position to upload the Form 32 because of non-accepting the name of the authorised signatories. Additional affidavit enclosing such document may be filed within a week.

Post the case 'for Admission (Fresh Case)' on **26th September, 2019.**

[Justice S.J. Mukhopadhaya]
Chairperson

[Justice A.I.S. Cheema]
Member (Judicial)

[Kanthi Narahari]
Member (Technical)

/ns/gc