



भारत सरकार  
कारपोरेट कार्य मंत्रालय  
कार्यालय रजिस्ट्रार ऑफ कम्पनीज  
पंजाब एवं चंडीगढ़,  
कारपोरेट भवन  
प्लॉट नम्बर 4-बी, सैक्टर 27-बी, चंडीगढ़  
फोन नम्बर: 0172 2639415, 2639416

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF  
COMPANIES PUNJAB AND  
CHANDIGARH,  
CORPORATE BHAWAN  
PLOT NO.4-B, SECTOR 27B,  
CHANDIGARH PHONE NO.172-2639415,  
2639416

No. ROC CHD/Adj/ 860 to 865

Dated: 27/11/24

**ORDER UNDER SECTION 454 FOR VIOLATION OF SECTION 184(1) OF  
THE COMPANIES ACT, 2013, READ WITH COMPANIES (ADJUDICATION  
OF PENALTIES) RULES, 2014**

**IN THE MATTER OF M/S HIND WOOLLEN AND HOSIERY MILLS  
PRIVATE LIMITED (CIN: U18101PB1970PTC002921)**

**1. Appointment of Adjudicating Officer**

The Ministry of Corporate Affairs vide its gazette notification no. S.O. 831(E) dated 24.3.2015, has appointed the undersigned as **Adjudicating Officer (AO)** 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** for adjudging penalties under the provisions of this Act.

**2. Company: -**

Whereas the Company **M/s Hind Woollen And Hosiery Mills Private Limited** (hereinafter referred to as "the Company") is a company registered with this office under the Provisions of the Companies Act, 2013/1956 (or previous Acts in force, as applicable) having its registered office situated at A-6, Phase V Focal Point,

Ludhiana, Punjab, 141010, India. As per data available at MCA website, the other details as on 31.03.2023 are as under:

S No.	Particulars	Details
1.	Paid Up Capital as per latest Audited Financial Statement	Rs. 24,00,000
2.	Date of Incorporation	31.03.1970
3.	Turnover as per latest Audited Financial Statement as	Rs.12,80,750
4.	Holding Company	No
5.	Subsidiary Company	No
6.	Whether company registered under section 8 of the Act	No
7.	Whether company registered under any other special Act?	No
8.	Whether Company is small company	Yes
9.	Whether Section 446B is applicable to the company (Lesser penalties for Certain companies)	Yes

### **3. Relevant Provisions of the Companies Act, 2013 which are applicable in the present case**

#### **(i) Provisions of Section 184(1) of the Companies Act, 2013 :**

*“(1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.”*

#### **(ii) Section 184(4) of the Act**

*“(4) If a director of the company contravenes the provisions of sub-section (1) or sub-section (2), such director shall be liable to a penalty of one lakh rupees.”*

**(iii) Section 446B of the Act**

*“Notwithstanding anything contained in this Act, if penalty is payable for non-compliance of any of the provisions of this Act by a One Person Company, small company, start-up company or Producer Company, or by any of its officer in default, or any other person in respect of such company, then such company, its officer in default or any other person, as the case may be, shall be liable to a penalty which shall not be more than one-half of the penalty specified in such provisions subject to a maximum of two lakh rupees in case of a company and one lakh rupees in case of an officer who is in default or any other person, as the case may be.*

*Explanation.—For the purposes of this section-*

*(a) "Producer Company" means a company as defined in clause (l) of section 378A;*

*(b) "start-up company" means a private company incorporated under this Act or under the Companies Act, 1956 and recognised as start-up in accordance with the notification issued by the Central Government in the Department for Promotion of Industry and Internal Trade."*

**4. Relevant Rules are as under:-**

***(i) Rule 3(12) of Companies (Adjudication of Penalties) Rules, 2014***

*“While adjudging quantum of penalty, the adjudicating officer shall have due regard to the following factors, namely:-*

*a) size of the company*

*b) nature of business carried on by the company,*

*c) injury to public interest,*

*d) nature of the default, '*

*e) repetition of the default, '*

*f) the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default: and*

*g) the amount of loss caused to an investor or group of investors or creditors as a result of the default*

*Provided that, in no case, the penalty imposed shall be less than the minimum penalty prescribed, if any, under the relevant section of the Act."*

**(ii) Rule 3 (13) of Companies (Adjudication of Penalties) Rules, 2014 which read as under:**

*"In case a fixed sum of penalty is provided for default of a provision, the adjudicating officer shall impose that fixed sum, in case of any default therein."*

**5. Facts about the case: -**

That inquiry under Section 206(4) of the Companies Act, 2013 was conducted against M/s Hind Woollen And Hosiery Mills Private Limited and during inquiry proceedings it was found that the directors of the company have not disclosed their interest or concern in companies or bodies corporate or firms or association of individuals including their shareholding at the first meeting of the Board held in FY 2020-21 & 2021-2022 as required by Section 184 (1) of the Companies Act, 2013 and the relevant Form MBP-1 has not been filed by the directors. This office had issued Show Cause Notice for violation of section 184(1) of the Companies Act, 2013 read with Companies (Adjudication of Penalties) Rules, 2014 to its directors vide this office letter No. /CH/Legal/783 to 787 dated 07.11.2024. But no reply or communication has been received to such show cause notice sent to its directors .

**6. Adjudication of penalty:**

Therefore, it is concluded that the officers in default are liable for penalty as prescribed under Section 184(4) of the Companies Act, 2013. Accordingly, after having considered the facts and circumstances of the case, I am inclined to impose a penalty as prescribed under sub-section (4) of Section 184 of the Companies Act, 2013. The details of the penalty imposed on the directors are as under:

<b>Nature of Default</b>	<b>Violations under Companies Act, 2013</b>	<b>Name of person on whom penalty imposed</b>	<b>Penalty for default (Rs)</b>	<b>Total Penalty amount (Rs)</b>	<b>Maximum Limit of penalty (Rs)</b>	<b>Final penalty Imposed- 50% being small company u/s. 446B. (Rs)</b>
Non-disclosure of interest /concern by directors <b>FY 2020-2021</b>	Sec. 184(1)	Sanjay Nayyar	100000	100000	100000	50000
		Raghunath Nayar	100000	100000	100000	50000
		Sanjeev Nayyar	100000	100000	100000	50000
		Arvind Nayyar	100000	100000	100000	50000
		Rajeev Nayyar	100000	100000	100000	50000
Non-disclosure of interest /concern by directors <b>FY 2021-2022</b>	Sec. 184(1)	Sanjay Nayyar	100000	100000	100000	50000
		Raghunath Nayar	100000	100000	100000	50000
		Sanjeev Nayyar	100000	100000	100000	50000
		Arvind Nayyar	100000	100000	100000	50000
		Rajeev Nayyar	100000	100000	100000	50000

I am of this opinion that penalty is commensurate with the aforesaid failure committed by the Noticees 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 Companies (Adjudication of Penalties) (Amendment) Rules, 2019** under intimation to this office.

7. Appeal against this order may be filed in writing with the **Regional Director (Northern Region), Ministry of Corporate Affairs, CGO Complex, Lodhi Road, New Delhi**, within a period of sixty days from the date of receipt of this order, in Form ADJ 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 (Adjudication of Penalties) Rules, 2014**].
8. Please note that as per **Section 454(8)**:
  - (i), where a 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, and
  - (ii) in case of an officer of a company who is in default, 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.

9. 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 the following as under:

No. ROC CHD/Adj/ 860 to 865

Dated: 27/11/2024

1. **Mr. Sanjay Nayyar**, Director, (DIN 973082)  
H. No. 432, college road,  
Ludhiana, 141001, Punjab, India
2. **Mr. Raghunath Nayar**, Director, (DIN 1004154)  
H.No.432, college road, Civil lines,  
Ludhiana, 141001, Punjab, India
3. **Mr. Sanjeev Nayyar**, Director, (DIN 1031000)  
B-19-432, college road,  
Ludhiana, 141001, Punjab, India
4. **Mr. Rajeev Nayyar**, Director, (DIN 3216557)  
H No 79A, Club Road Civil Lines,  
Bharat Nagar Chowk, 141001, Punjab, India
5. **Mr. Arvind Nayyar**, Director, (DIN 1041975)  
H.No. 2761/1, Gurdev Nagar,  
Ludhiana, 141001, Punjab, India
6. **Regional Director (Northern Region)**, Ministry of Corporate Affairs, CGO  
Complex, Lodhi Road, New Delhi and will also be uploaded on website.

  
Kamna Sharma

Registrar of Companies & Adjudication Officer  
Punjab & Chandigarh