

BEFORE THE HON'BLE REGISTRAR OF COMPANIES,
PUNJAB & CHANDIGARH

1st FLOOR, CORPORATE BHAWAN, PLOT NO.4-B, SECTOR 27-B,
CHANDIGARH- 160019

COMPANY APPLICATION NO. _____ OF 2021

IN THE MATTER OF: SECTION 454 READ WITH SECTION 172 &
149(1) OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF: CEIGALL INDIA LIMITED HAVING ITS
REGISTERED OFFICE AT A-898, TAGORE
NAGAR, LUDHIANA- 141001, PUNJAB
..... APPLICANT NO. 1

AND

IN THE MATTER OF: RAMNEEK SEHGAL, S/O SHRI MOHINDER
PAL SINGH, R/O HOUSE NO. G-9, SOUTH
CITY, LUDHIANA - 141001, PUNJAB,
MANAGING DIRECTOR
..... APPLICANT NO. 2

APPLICATION UNDER SECTION 454 READ WITH SECTION 172 &
149(1) OF THE COMPANIES ACT, 2013

The Applicants most respectfully submit as under:

1. CONSPECTUS OF APPLICATION
- 1.1 Background of the Company

Name of the Company	: Ceigall India Limited (hereinafter referred to as "the Applicant Company") is a Company incorporated under the provisions of the Companies Act, 1956 on 08 th of July, 2002 under the name and style of "Ceigall Builders
---------------------	--

		Private Limited". On January 29, 2011, the members of the Company at their EGM held on January 29, 2011 passed the special resolutions for conversion of Company from Private Limited Company to Public Limited Company and also the change of name of the Company to the current name.
CIN	:	U45201PB2002PTC025257
Date of Incorporation	:	July 8, 2002
Registered Office	:	A-898, Tagore Nagar, Ludhiana- 141001, Punjab
Authorised Capital	:	Rs. 1,00,00,000/- (Rupees One Crores Only) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.
Paid Up Capital	:	Rs. 98,21,000/- (Rupees Ninety Eighth Lakh Twenty One Thousand Only) divided into 9,82,100 (Nine Lakh Eighty Two Thousand One Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.
Listing	:	The equity shares of the Company are not listed on any stock exchange
Main Objects of the Company	:	The Company is a highway construction project development company providing Engineering, Procurement and Construction (EPC) services across India. A copy of Memorandum and Articles of Association is enclosed herewith and marked as <u>Annexure A-1</u> .

1.2 Description of the Applicants:

- a) Applicant No. 1 is having its registered office at A-398, Tagore Nagar, Ludhiana- 141001, Punjab.
- b) Applicant No.2, **Ramneek Sehgal** (01614465) S/o Shri Mohinder Pal Singh, R/o House No. G-9, South City, Ludhiana- 141001, Punjab, Managing Director of the Company.

The details of Applicants, as specified in the affidavits verifying the application, are annexed herewith and marked as Annexure A-2 (Colly).

2. JURISDICTION:

It is submitted that the subject matter of the application is within the jurisdiction of the Registrar of Companies, Punjab & Chandigarh.

3. LIMITATION:

It is submitted that this application has been filed within the limitation period, if any.

4. FACTUAL BACKGROUND:

Brief overview of the sequence of events leading to the present Application is set out as under:

- 4.1 That every the Public Company having paid-up share capital of one hundred crore rupees or more; or turnover of three hundred crore rupees or more shall appoint at least one woman director under section 149(1) of the Companies Act, 2013.
- 4.2 That the Company was in continuous compliance of the provisions regarding woman director upto 16.03.2021, however, Mrs. Paramjit Kaur Sehgal resigned w.e.f. 16.03.2021 and any intermittent vacancy of a woman director should have been filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later.
- 4.3 That the vacancy of woman director was filled on 23.11.2021 by appointment of Ms. Gurpreet Kaur.

5. RELEVANT PROVISIONS:

The relevant provisions of Section 172 of the Companies Act, 2013 are reproduced herein below:

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 rupees, 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.

6. LEGAL SUBMISSIONS OF THE APPLICANTS:

- 6.1 That the non-compliance in question was done due to inadvertence and the Applicants are filing application seeking the adjudication of penalties for said non-compliance.
- 6.3 That the vacancy of woman director was created on 16.03.2021 and was required to be filled upto 15.06.2021 in terms of the provisions of section 149(1) of the Act. The Company appointed a woman director w.e.f. 26.11.2021. The present applicant is being filed suo-moto by the Applicants and this is a fit case for grant of relief by adjudication of penalty.
- 6.4 That no mala fide intention on the part of Applicants was involved. Further, neither any member of the Company, nor any creditor of the Company, nor any other third party has been affected prejudicially by reason of such non-compliance.

7. PERIOD OF NON-COMPLIANCE:

The period of non-compliance is from 16.06.2021 to 25.11.2021.

8. RECTIFICATION OF THE NON-COMPLIANCE:

The Company has appointed Ms. Gurpreet Kaur w.e.f. 26.11.2021. Hence, default has been made good.

Copy of challan & form DIR-12 filed for her appointment are annexed herewith and marked as **Annexure A-3**.

9. RELEVANT AUTHORISATIONS:



- 9.1 That the Board Resolution passed in the Board Meeting held on November 15, 2021 approved the filing of the application and also authorise Mr Devesh Kumar Vasisht and/or Mr. Neeraj Arora, Company Secretaries (Authorised Representatives) to enter appearance on behalf of the Company is annexed and marked as **Annexure-4**.

- 9.2 That the Power of Attorney executed by individual Applicant in favour of Authorised Representatives, authorizing to enter appearance is annexed herewith and marked as **Annexure A-5.**
- 9.3 The Memorandum of Appearance/s of Authorised Representatives, are enclosed and marked as **Annexure A-6 (colly).**
- 9.4 The Financial Statements of the Company for the financial year 2020-21 are annexed herewith and marked as **Annexure A-7.**
- 10. MATTERS NOT PREVIOUSLY FILED OR PENDING IN ANY COURT:**
- That the Applicants further declare that they had not previously filed any application, writ petition or suit regarding the subject matter in respect of which this Application is being made, before any court of law or any other authority or any bench of the National Company Law Tribunal or Regional Director or Registrar of Companies.
- 11. GROUNDS OF RELIEF:**
- (1) The Applicants make this humble prayer before the Hon'ble Registrar of Companies that the non-compliance of Section 149(1) of the Companies Act, 2013 was done without any mala-fide intention on the part of the Applicants.
- (2) The application is bona – fide and in the interest(s) of the law.
- (3) None of the creditors or shareholders of the Company shall be prejudiced by the order of the Hon'ble Registrar of Companies.
- 12. RELIEF (S) SOUGHT**
- In view of the facts mentioned in above paragraph the Applicants respectfully pray that:
- (i) The non-compliance of Section 149(1) of the Companies Act, 2013 be adjudicated by imposition of such penalty as the Hon'ble Registrar of Companies may deem fit.
- (ii) Such further order or orders be made, as the Hon'ble Registrar of Companies may deem fit and proper.

13. INTERIM ORDER, IF ANY PRAYED FOR: N.A.
14. PARTICULARS OF THE BANK DRAFTEVIDENCING PAYMENT OF FEE FOR THE APPLICATION MADE: N.A.
15. INDEX AND LIST OF ANNEXURES:

S. No.	Particulars	Page No(s)	Annexure
1.	Application under Section 454 read with Section 172 & 149(1) of the Companies Act, 2013	1-6	
2.	Memorandum and Articles of Association of the Company.	7-39	A-1
3.	Affidavit of Applicants verifying Application	40-45	A-2
4.	Copy of challan & form DIR-12 filed for appointment of woman director	46-52	A-3
5.	Copy of Board Resolution authorising the filing of the application	53	A-4
6.	Power of Attorney(ies)	54-56	A-5
7.	Memorandum of Appearance/s	57-58	A-6
8.	Copy of Financial Statements of the Company for the financial year 2020-21	59-91	A-7

Applicants

Applicant No. 1	Applicant No. 2
 Ceigall India Limited Company Secretary	 Ramneek Sehgal Managing Director DIN: 01614465

Date: 25/12/2021

Place: Ludhiana