IN THE HIGH COURT AT CALCUTTA

CRIMINAL REVISIONAL JURISDICTION

Appellate Side

Present:

The Hon'ble Justice Ajay Kumar Gupta

C.R.R. 1511 of 2022

With

CRAN 14 of 2025

M/s. Rashmi Metaliks Limited & Ors.

Versus

Deputy Registrar of Companies, West Bengal

For the Petitioners	: Mr. Sutapa Sanyal, Ld. Sr. Adv. Mr. Debrup Bhattacharya, Adv. Mr. R.N. Ghose, Adv. Ms. Pritha Ghose, Adv.
For the Respondent/ROC	: Mr. Sunil Kumar Singhania, Adv.
Heard on	: 27.11.2025
Judgment on	: 27.11.2025

Ajay Kumar Gupta, J:

1. The instant Revisional application filed under Section 482 of the Code of Criminal Procedure, 1973 (In short 'CrPC') seeking quashing of the proceeding in connection with Complaint Case No. C/4881 of 2019, filed under Section 148(8) of the Companies Act, 2013 (as amended up-to-date) for alleged violation of Section 148(6) of the Companies Act. The said case is pending before the learned Chief Judicial Magistrate at Alipore.

2. The brief facts of the case, essential for proper and effective disposal of this case, are as under:

a. Petitioner no. 1 herein is a company, incorporated under the Companies Act, 1956 and is an unlisted company, Petitioner no. 2 is the Company Secretary, and Petitioner no. 3 is the Chief Financial Officer of the Petitioner No. 1.

b. The petitioners have come to know that the purported complaint case has been filed against them, alleging violation of Section 148(6) of the Companies Act, 2013, on the ground that they had failed to file the Cost Audit Report for the Financial Year 2014-15 within the statutory time limit of 30 days from the date of receipt of Cost Audit Report. They dispute the allegation in its entirety. Hence, this Revisional application.

ARGUMENTS ON BEHALF OF THE PETITIONER

3. Ms Sanyal, Sr. Counsel led by other counsels representing the petitioners submits that the court complaint filed by the Deputy Registrar of Companies, Calcutta, West Bengal, under Section 148(6) of the Companies Act, 2013, contending that the Cost auditing report submitted for the financial year 2014-2015 beyond the statutory period of 30 days as prescribed under Section 148(6) of the Act is totally wrong and without verification. Actually, it was submitted within the prescribed time.

4. Learned counsel further clarified from the documents annexed with the petition that they have submitted the Form CRA-4 on 27.07.2016. The Audit report was approved by the Board of Directors on 30.06.2016, and on the very same day, the Cost Auditor duly signed and handed over the report along with its annexures to the company. However, while submitting Form CRA - 4, the date was inadvertently recorded as 19.04.2016, instead of 30.06.2016.

5. At the time of admission of this application, the co-ordinate Bench also satisfied and observed in the order dated 05.05.2022 that it was a clerical error.

6. Ms. Sanyal further submitted that even assuming for the sake of argument, that the Cost Audit report was not filed within the stipulated period of thirty days, the consequence prescribed under section 147(1) of the Companies Act is only a monetary penalty, which shall not be less than twenty-five thousand rupees but may extend to five lakh rupees. The complaint is not maintainable due to the delay of about 3 years, which is far beyond the statutory period of limitation for an offence punishable with fine alone. Section 468 of the CrPC clearly bars any Court from taking cognizance of an offence after expiry of the prescribed limitation period.

7. Per contra, the learned counsel for the Opposite party submitted that the complaint was filed on the basis of their own disclosure in Form CRA-4. In the said form, the date of submission was reflected as 19.04.2016, whereas Form CRA-4 itself was actually filed on 27.07.2016. This, according to the Opposite party, clearly indicates that the date of submission of Cost Auditor report is beyond the prescribed Period of 30 days.

FINDINGS AND ANALYSIS OF THIS COURT

8. Having heard the arguments advanced by the Learned counsels for the respective parties and on perusal of the record, this court would like to refer the section 148(6) of the Companies Act, 2013 hereinunder, for the sake of convenience and for the purpose of disposal of this case.

9. Section 147 of the Companies Act, 2013 reads as under:-

*"**S. 147. Punishment for contravention.—**(1) If any of the provisions of sections 139 to 146 (both inclusive) is contravened, 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 every officer of the company who is in default shall be punishable with fine which shall not be less than ten thousand rupees but which may extend to [one lakh rupees].*

(2) If an auditor of a company contravenes any of the provisions of section 139, section 143, section 144 or section 145, the auditor shall be punishable with fine which shall not be less than twenty-five thousand rupees but which may extend to five lakh rupees [or four times the remuneration of the auditor, whichever is less]:

Provided that if an auditor has contravened such provisions knowingly or willfully with the intention to deceive the company or its shareholders or creditors or tax authorities, he shall be punishable with imprisonment for a term which may extend to one year [and with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees or eight times the remuneration of the auditor, whichever is less].

(3) Where an auditor has been convicted under sub-section (2), he shall be liable to—

(i) refund the remuneration received by him to the company; and

(ii) pay for damages to the company, statutory bodies or authorities [or to members or creditors of the company] for loss arising out of incorrect or misleading statements of particulars made in his audit report.

(4) The Central Government shall, by notification, specify any statutory body or authority or an officer for ensuring prompt payment of damages to the company or the persons under clause (ii) of sub-section (3) and such body, authority or officer shall after payment of damages to such company or persons file a report with

the Central Government in respect of making such damages in such manner as may be specified in the said notification.

(5) Where, in case of audit of a company being conducted by an audit firm, it is proved that the partner or partners of the audit firm has or have acted in a fraudulent manner or a betted or colluded in any fraud by, or in relation to or by, the company or its directors or officers, the liability, whether civil or criminal as provided in this Act or in any other law for the time being in force, for such act shall be of the partner or partners concerned of the audit firm and of the firm jointly and severally.

[Provided that in case of criminal liability of an audit firm, in respect of liability other than fine, the concerned partner or partners, who acted in a fraudulent manner or abetted or, as the case may be, colluded in any fraud shall only be liable.]"

10. Section 148 (6) of the Companies Act reads as under:-

"S. 148. Central Government to specify audit of items of cost in respect of certain companies.-

(6) A company shall within thirty days from the date of receipt of a copy of the cost audit report prepared in pursuance of a direction under sub-section (2) furnish the Central Government with such report along with full information and explanation on every reservation or qualification contained therein."

11. Upon consideration of the facts and documents supplied by the petitioner, it appears that the Board of Directors of the company, in a meeting, approved the Cost Auditor report on 30.06.2016. At the same time, this court finds that the date of signing the Cost Auditor report and Annexure by the Cost Auditor on the same date i.e. on 30.06.2016 at Kolkata and the Form CRA-4 was submitted on

27.7.2016. If we count the period of deposit, it comes within 30 days. However, it is the case of the petitioners that the date of submission was typed in Form CRA-4. It was purely a clerical mistake during the uploading of the form.

12. The complainant should have verified other relevant documents of the company before filing the complaint before the Trial court against the petitioners. The complaint is also silent on it. Had the complainant scrutinised the accompanying documents, the factual position would have been evident, and the present proceeding may not have been instituted at all.

13. Apart from that, the complaint being lodged after expiry of about 3 years is also unsustainable in law in view of Section 468 of Cr.P.C.

14. However, the learned court took cognizance, without considering the aforesaid facts and travelled beyond its jurisdiction and committed an error. Therefore, continuation of the aforesaid proceeding would prejudice the Petitioners, and as such, it should be liable to be quashed to prevent the abuse of process of law and secure ends of justice.

15. This revisional application is a fit case for exercising inherent power vested upon the court under Section 482 of the Cr.P.C.

16. Accordingly, **CRR 1511 of 2022** is **allowed**. **CRAN 14 of 2025** along with all connected applications, if any, are also, thus, disposed of.

17. The proceeding being Complaint Case No. C/4881 of 2019, filed under Section 148(8) of the Companies Act, 2013 (as amended up-to-date) pending before the learned Chief Judicial Magistrate at Alipore for alleged violation of Section 148(6) of the Companies Act stands quashed.

18. Interim order, if any, stands vacated.

19. Let the judgment be communicated to the Learned Court below for information.

20. All parties shall act in terms of the copy of this judgment downloaded from the official website of this court.

21. Urgent Photostat certified copy of this judgment, if applied for, be supplied to the parties taking all legal formalities.

(Ajay Kumar Gupta, J)

Amalranjan