

**HIGH COURT OF JUDICATURE FOR RAJASTHAN AT
JODHPUR**

S.B. Civil Writ Petition No. 657/2026

1. Uma Polymers Limited, Through Its Managing Director, Shri Shripal Raj Lodha Having Its Registered Office At 1St Floor, C - Wing, Abhay Chambers, Jalori Gate, Jodhpur, Rajasthan - 342003.
2. Ms. Sarita Lodha W/o Shri Shripal Raj Lodha, Aged About 59 Years, Whole Time Director, Residing At C-66-67, Shastri Nagar, Jodhpur, Rajasthan - 342003.
3. Ms. Shruti Lodha D/o Shri Shripal Raj Lodha, Aged About 36 Years, Whole Time Director, Residing At C-66-67, Shastri Nagar, Jodhpur, Rajasthan - 342003.

-----Petitioners

Versus

1. Union Of India, Through Its Secretary, Ministry Of Corporate Affairs, New Delhi.
2. Regional Director (North Western Region), Ministry Of Corporate Affairs, Roc Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat 380013.
3. Registrar Of Companies Cum Official Liquidator, Rajasthan, Jaipur, Corporate Bhawan, G/6-7, Residency Area, Civil Lines, Jaipur - 302001.

-----Respondents

For Petitioner(s)	:	Dr. Mohit Singhvi Mr. Yatin Sachdeva Mr. Vishwas Khatri Mr. Prateek Kothari
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For Respondent(s)	:	-
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HON'BLE MR. JUSTICE KULDEEP MATHUR

Order

25/03/2026

By way of filing the present civil writ petition, the petitioners have prayed for the following reliefs:-

"In the lights of facts stated and grounds advanced, it is therefore most humbly and respectfully prayed before this Hon'ble Court that this writ petition may be allowed and may be pleased to;

- Quash and set aside the impugned order dated 13.08.2024 (Annexure-6) passed by the Learned Registrar of Companies Cum Official Liquidator, Jaipur; and/or*
- Quash and set aside the impugned order dated 28.10.2025 (Annexure-1) passed by the Learned Regional Director, North-Western Region, Ministry of Corporate Affairs, Ahmadabad; and/or ..."*

2. Having heard learned counsel for the petitioner and upon perusal of the impugned order dated 13.08.2024 (Annexure-06) passed by the Registrar of Companies-cum-Official Liquidator, Jaipur, as well as the order dated 28.10.2025 passed by the Regional Director, North-Western Region, Ministry of Corporate Affairs, Ahmedabad, this Court prima facie finds that, in response to the show cause notice issued for violation of Section 178(1) of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the petitioner admitted that the constitution of the Nomination and Remuneration Committee of the company for the financial year 2022-23 was not in conformity with the aforesaid provisions, due to the absence of a non-executive director on the Board. However, at the time of hearing before the Adjudicating Authority as well as the Appellate Authority, the authorized representative of the company prayed for imposition of minimum penalty, submitting that Ms. Shreeja Parekh had been appointed as a non-executive director with effect from 14.05.2024 and that the Nomination and Remuneration Committee had thereafter been reconstituted in conformity with the provisions of the Companies Act and the aforesaid Rules.

3. The Adjudicating Authority, however, for the said violation, imposed a total penalty of Rs. 7,00,000/- upon the company and its Whole-Time Director, Ms. Sarita Lodha.

4. The sole argument advanced before this Court is that since Ms. Shreeja Parekh had already been appointed as a non-executive director with effect from 14.05.2024, the penalty ought not to have been imposed upon the company and its Director.

5. In the opinion of this Court, merely because Ms. Shreeja Parekh was subsequently appointed as a non-executive director and the Nomination and Remuneration Committee was reconstituted in conformity with the provisions of the Companies Act and the Rules, the same would not cure the earlier violation pertaining to the non-constitution of the Committee for the financial year 2022-23, as the composition of the said Committee remained in contravention of the statutory provisions due to the absence of a non-executive director on the Board.

6. Thus, the penalty imposed upon the petitioner by the Adjudicating Authority in exercise of powers under Section 454(3) of the Companies Act is found to be legal and justified. As regards the quantum of penalty, it is settled law that imposition thereof, being based on the subjective satisfaction of the Adjudicating Authority, is not ordinarily liable to be interfered with unless it is demonstrated that the same is based on irrelevant considerations or extraneous material. In the present case, no material has been placed on record to show that the impugned decision suffers from such infirmities or that the penalty imposed is grossly disproportionate to the violation alleged.

7. In view of the aforesaid discussion, the present writ petition stands dismissed.

8. Stay application and all pending applications, if any, stand disposed of.

(KULDEEP MATHUR),J

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