**NATIONAL COMPANY LAW TRIBUNAL**
**CHANDIGARH BENCH (COURT-I), CHANDIGARH**

**CP No. 47/Chd/Pb/2024**

*[Application under Section 131 of the Companies Act, 2013 read with Rule 77 of the National Company Law Tribunal Rules, 2016]*

**In the matter of:**

**RISHI GANGA ENTERPRISES LIMITED**
(Formerly Rishi Ganga Power Corporation Limited)
Through its Director Sh. Ramkishan
CIN: U00060PB2006PLC029675
PAN: AABCR1933P
Regd. Office: 1st Floor, Solitaire Plaza, 545 College Road,
Civil Lines, Ludhiana, Punjab -141001
Email: rishiganga18@gmail.com

**...Applicant**

**Order pronounced on: 10.07.2026**

**CORAM: MR. KHETRABASI BISWAL, HON'BLE MEMBER (JUDICIAL)**
**MR. SHISHIR AGARWAL, HON'BLE MEMBER (TECHNICAL)**

**PRESENT:**

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| **For the Applicant** | : | Mr. Shubham Gupta, Advocate |
| **For the Regional Director, Northern Region-II** | : | Dr. Kishor Kumar Devarwade, Assistant Director |

## ORDER

This Application has been filed by **Rishi Ganga Enterprises Limited** (formerly Rishi Ganga Power Corporation Limited), through its Director/Authorised Representative, **Sh. Ramkishan** *(hereinafter referred to as the "Applicant"),* under Section 131 of the Companies Act,2013 *(hereinafter referred to as "Act"),* read with Rule 77 of the National Company Law Tribunal Rules, 2016 *(hereinafter referred to as the "Rules")* seeking revision of the Financial Statements and/or Board Report of the Company for the Financial Years 2020-21, 2021-22 and 2022-23.

2. The Company was originally incorporated on 12th July, 1996 as Rishi Ganga Power Corporation Limited under the jurisdiction of the Registrar of Companies, West Bengal. Subsequently, its registered office was shifted from Kolkata, West Bengal to Ludhiana, Punjab under the jurisdiction of the Registrar of Companies, Punjab & Chandigarh. Thereafter, with effect from 28th July, 2023, the name of the Company was changed to Rishi Ganga Enterprises Limited. The Company presently bears CIN: U00060PB2006PLC029675 and has its registered office at 1st Floor, Solitaire Plaza, 545 College Road, Civil Lines, Ludhiana, Punjab–141001. Its authorised share capital is Rs. 29,00,00,000/- divided into 2,90,00,000 equity shares of Rs. 10/- each, while its issued, subscribed and paid-up share capital is Rs. 1,90,000/- divided into 19,000 equity shares of Rs. 10/- each. The master data and certificate of Incorporation of the Company is annexed as Annexure A-1 to the Application.

3. The averments made by the Applicant are summarised as under:

(i) The Applicant Company was admitted into the Corporate Insolvency Resolution Process *vide* order dated 25.01.2018 passed by this Tribunal in Punjab National Bank v. Rishi Ganga Power Corporation Limited [CP(IB)No.102/CHD/PB/2017] (Annexure A-3). Subsequently, the Resolution Plan submitted by Kundan Care Products Limited was approved by this Tribunal vide order dated 13.11.2018, thereby concluding the CIRP. A copy of the approval order is annexed as Annexure A-4 to the Application.

(ii) Pursuant to the approval of the Resolution Plan, all liabilities of the Company were written off. The shares issued and allotted to the Successful Resolution Applicant against the Resolution Plan consideration of approximately Rs. 45.62 crores were stated to be against the book value of the Company's assets, which stood at approximately Rs. 114 crores as on 31.03.2018. Consequently, the difference between the book value of the assets and the share capital issued was credited to the Capital Reserve in the financial statements. A copy of the approved Resolution Plan is annexed as Annexure A-5 to the Application.

(iii) The Company owned and operated a 13.20 MW hydro power plant at Village Raini, Chamoli, Uttarakhand, which constituted its principal asset. On 07.02.2021, the hydro power plant, including its plant and machinery and building, was substantially destroyed due to torrential rains and a glacier burst, leaving no other asset of substantial value with the Company.

(iv) The Financial Statements, Directors' Reports and Annual Returns for the Financial Years 2018-19 and 2019-20 were approved in the respective Annual General Meetings and filed in compliance with Sections 134 and 137 of the Companies Act, 2013. Copies of the relevant records are annexed as Annexures A-6 to A-13 to the Application.

(v) An earlier petition, CP (IB) No. 71/CHD/2021, was filed seeking revision of the financial statements for FYs 2018-19 and 2019-20 on the ground that the Company's assets had been incorrectly impaired by treating the acquisition consideration under the Resolution Plan as the recoverable value of the assets, allegedly contrary to Accounting Standard (AS)-28 (Annexure A-14).

(vi) The aforesaid petition was withdrawn vide order dated 22.08.2023 with liberty to file a fresh application, if permissible in law, pursuant to a communication received from the Registrar of Companies, Punjab & Chandigarh (Annexure A-15).

(vii) Upon reconsideration, the present management concluded that the accounting treatment adopted pursuant to the approved Resolution Plan was in conformity with Accounting Standard (AS)-28 (Impairment of Assets) and that the earlier proposal for revision of the financial statements was based on an erroneous understanding of the applicable accounting principles.

4. The reasons for filing this application for rectification of the Financial Statements are as under:

(i) In the Financial Statements for FY 2018-19, the Company impaired its Plant and Machinery (Rs. 20,63,22,099/-), Building (Rs. 40,92,05,881/-) and Capital Work-in-Progress (Rs. 3,30,86,300/-), aggregating to Rs. 64,86,14,280/-, by treating the consideration paid under the approved Resolution Plan as the aggregate value and recoverable amount/value in use of the said assets. The corresponding write-down reflected under Note 7 (Fixed Assets) was balanced by an accounting entry under Note 13 of the Statement of Profit and Loss for the year ended 31.03.2019 as "Exceptional and Extraordinary Items (Net).

(ii) Consequent upon the approval of the Resolution Plan and the "clean slate" principle under the Insolvency and Bankruptcy Code, 2016, trade liabilities amounting to Rs. 29,27,99,902/- were written back and adjusted against the impaired assets, resulting in an extraordinary loss of Rs. 39,98,26,978/- in the Statement of Profit and Loss for FY 2018-19.

(iii) The Applicant states that the aforesaid impairment of assets aggregating to Rs. 64,86,14,280/- constitutes the correct accounting treatment in accordance with Sections 129 and 134 of the Companies Act, 2013 and the applicable Accounting Standards.

(iv) Based on an incorrect understanding of the applicable financial principles and accounting standards, the Applicant Company filed the earlier application in 2021 seeking revision of the Financial Statements for FYs 2018-19 and 2019-20. During the pendency of the said application, with a view to reflect a true and fair financial position of the Company in the Financial Statements for FYs 2020-21, 2021-22 and 2022-23, the Company reinstated the impaired Plant and Machinery, Building and Capital Work-in-Progress aggregating to Rs. 64,86,14,280/- in continuation of the corrected/restated/revised Financial Statements for FYs 2018-19 and 2019-20. Correspondingly, applying the principles of double-entry bookkeeping, an equivalent amount was credited on the liabilities side of the Balance Sheet as "Capital Reserve accrued on re-instatement of impairment losses." Copies of the Financial Statements, Directors' Reports and Annual Returns for FYs 2020-21, 2021-22 and 2022-23 are annexed as Annexures A-16 to A-27 to the Application.

(v) Since the earlier application seeking revision of the Financial Statements for FYs 2018-19 and 2019-20 was withdrawn, no revision was effected to the write-off of the impaired assets. Consequently, the subsequent re-instatement of the assets and the corresponding transfer of the amount to Capital Reserve in the Financial Statements for FYs 2020-21, 2021-22 and 2022-23 is stated to be neither in accordance with the applicable Accounting Standards nor required in law. It is further stated that the earlier application itself was based on an incorrect understanding of the applicable accounting principles.

5. This Tribunal vide Order dated 05.07.2024 directed the Applicant to issue notice to the Central Government through the RD/RoC and the Income Tax Department and publish the notice of hearing in Business Standard (English) and Desh Sewak (Punjabi). The same has been published on 25.07.2024.

6. The Income Tax Department, through its report dated 25.07.2025 filed its reply and submitted that any revision of the financial statements under Section 131 of the Act would require the filing of revised income tax returns, and reserved its right to undertake proceedings under the Income-tax Act, 1961, including scrutiny or reassessment, in respect thereof. In response to the report of the Income Tax Department, the Applicant, through an Affidavit dated 20.08.2025, submitted that, subject to the provisions of the Income-tax Act, 1961, it shall file revised income tax returns for the relevant assessment years, if required, and comply with all applicable statutory requirements, including payment of taxes or claiming refunds, as the case may be. It was further submitted that the Company has no objection to the inclusion of an appropriate stipulation in the order protecting the interests of the Revenue.

7. Pursuant to the notice issued to the RoC/RD, the RD in its report dated 16.09.2025 has raised certain objections. The Applicant has filed his

response through affidavit dated 07.01.2026 in response to the objections made by the RD/RoC. The details of the same are summarised below:

| ***Sr. No.*** | ***Objections raised by RD/RoC*** | ***Reply by the Applicant*** |
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| 1 | It is submitted that the petitioner company has filed a Company Petition i.e. C.P. 71/CHD/HRY/2021 for the revision of financial statements for the year 2018-19 & 2019-20 which was subsequently withdrawn by the petitioner vide an Interim Application i.e. IA(CA)/8/2023 with the prayer seeking the liberty to file a fresh petition. The Hon'ble NCLT had allowed the said Application but without any liberty to file it fresh. The bench has recorded- Though, no one is present on behalf of petitioner at the time of disposing of this application, as the matter is for withdrawal of the main matter, filed under section 131 of the Companies Act, 2013 of the Companies Act, 2013, application for the withdrawal of main matter is allowed without any liberty. If the law permits to file an application, the applicants may do so. The present application i.e. IA(CA) no. 8/2023 is allowed and the main matter i.e. 71/chd/hry/2021 which was posted to 28.08.2023 is dismissed as withdrawn. Case papers along with case folders be consigned to the record room." | That in response to the Para No. 8 of the Report of the Regional Director (Northern Region), it is stated that the Company had preferred an earlier Application vide Company Petition No. 71 of 2021 before this Hon'ble Tribunal under Section 131 of the Companies Act, 2013. However, vide the said Petition, the Company had sought permission of this Hon'ble Tribunal for revision of Financial Statements for the Financial Years 2018-19 and 2019-2020. The said Petition was subsequently withdrawn vide Order dated 22.08.2023. It is relevant to highlight that the said Petition was withdrawn as it came to the knowledge of the Company that the revision of Financial Statements for 2018-19 and 2019-2020 was, in fact, not required in the light of prevailing Accounting Standards and principles. Therefore, the said earlier Application was for different Financial Years than'the present Application, and is therefore not barred by res judicata, having afresh cause of action. Therefore, no liberty was required to be sought from the Hon'ble Tribunal. Therefore, the Hon'ble Tribunal has specifically stated that the liberty to file afresh is granted by law, the Applicant Company may do so. In the present case, it is submitted that there is no bar on filing of this Application in the absence of res judicata, and therefore, there is no question of any liberty to be sought. |
| 2 | It is further submitted that the Petitioner Company has mentioned in the main Petition i.e. CP/47/CHD/2024 under para 12 of the petition that the Company has prepared corrected Draft Financial statement and attached the same in the | That in response to the Para No. 9 of the Report of the Regional Director (Northern Region), it is submitted that the Company Petition filed before the Hon'ble Tribunal is supported by original Financial Statements for the |

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| | main petition as Annexure- 34, 35 and 36. However, the same are found to be adopted/audited financial statements in the Boards Meeting dated 25.03.2024 (Pg. No. 504-506) as the same are duly signed by the directors of the Petitioner Company, which is nothing but a mockery of the Procedure Established by Law' under the Companies Act, 2013. | Financial Years 2020-21, 2021-22 and 2023 attached as Annexure A16, A-20 and A-24 respectively. The Petition is also supported by the revised Financial Statements for the Financial Years 2020-21, 2021-22 and 2023 attached as Annexures A-34, A-35 and A-36 respectively. Further, there is no Board Resolution attached on Page Nos. 504 to 506. The Board Resolution dated 25.03.2024 is attached as Annexure A-33 at Page Nos. 584 to 586, which is the Resolution that authorizes the Directors and/or Authorized Representatives to file the instant Application before the NCLT and other matters incidental thereto. The said Board Resolution does not make the said Draft Financial Statements as final and adopted, in any manner whatsoever. |
| 3 | It is further pertinent to mention that the Financial Statements at page 587 to 594 are also audited and signed by the Statutory Auditor dated 13.03. 2023.Therefore, it is most humbly submitted that the Financial Statements are to be adopted/audited and signed only after the approval of the Hon'ble NCLT u/s 131 of the Companies Act, 2013 and not any time before that. | That in response to the Para No. 10 of the Report of the Regional Director (Northern Region), it is stated that the Audited and signed Financial Statements for the year 2020-21 appended as Annexures A-34 is not adopted by the Board or the Company, but has been audited merely for financial accuracy and completeness. The Company undertakes to comply with all the provisions under the Companies Act, 2013 and Rules made thereunder in compliance of the ‘procedure established by law’. In case the Hon’ble Tribunal deems fit and proper, it may issue any further order(s) as it may deem fit and proper and the Applicant Company shall abide by the directions of the Hon’ble Tribunal. |
| 4 | That the report of ROC-Punjab and Chandigarh dated 02.09.2024, states as under: - "The company had earlier filed application U/s 131 of Companies Act on 28.07.2021 for revision of Financial Statement and Balance Sheet for the Financial Years 2018-2019 & 2019-2020. However, it has withdrawn the application in 2023. Now, it is | That in response to the Para No. 11 of the Report of the Regional Director (Northern Region), it is stated that the contents of the Report of the ROC have been reproduced by the Regional Director in its Report. The submission made by the ROC/RD is that since the Company 1is seeking for revision of its Financial |

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| | carrying forward figures made in the financial statements for the financial Years 2018-2019 & 2019-2020 in its financial statements for the Financial Years 2020- 2021, 2021-2022 & 2022-2023. Therefore, this application has been ALAKA NAYAK Advocate Reg. No.: 10639 Area: Delhi Period 28/06/2024 to 27/06/2020 GOVT. OF INDIA 8 ? filed by the company. Hence, it is clear that the company has violated the provisions of Section 129 read with Schedule III and Section 134 of Companies Act, 2013. Hence, it needs to file an adjudication application for filing of FS with MCA with wrong figures & in Board's Report also wrong figures are mentioned." | Statements, the Company has not complied with the provisions of Section 129 read with Schedule III and Section 134 of the Companies Act, 2013. That it is most respectfully submitted that the submissions of the Ld. Registrar of Companies are incorrect and are not relevant to the present Application. Section 131 of the Companies Act, 2013 is a separate and distinct provision that allows a remedy for seeking revision of Financial Statements voluntarily by the Company. Hence, it is clear that once a Company applies for voluntary revision of its Financial Statements the Hon'ble NCLT is empowered to take cognizance of the same and the jurisdiction of the Registrar in such matters stands ousted. The provisions of Section 131(2) specifically allow the amendments or corrections to be made in the Financial Statements. Hence, once an Application has been filed, the element of 'contravention' of law pales into insignificance as the Company, its Directors and the NCLT stand seized of the matter. Therefore, the submissions of the Ld. ROC do not hold merit. |

*Vide* order dated 06.05.2026, the learned counsel for RoC has submitted that observations made in the report have been sufficiently explained and no adverse observations remain.

**ANALYSIS:**

8. We have heard the Learned Counsels for the Applicant, RD/RoC, Income Tax Department and perused the case records and averments made in the application. It is noted that the Applicant has proposed revision in the Financial Statements/ Board Report for the Financial Years 2020-21, 2021-22 and 2022-23.

9. It is observed that the Applicant had earlier filed C.P. No. 71 of 2021 seeking revision of its financial statements for F.Y. 2018-19 and 2019-20 on the ground that impairment of assets had been incorrectly recognised, resulting in understatement of the Company's Assets and reverses.

10. The records further reveal that during the pendency of the aforesaid application, the Applicant proceeded on a bona fide belief that the proposed revision would be approved and accordingly incorporated consequential accounting adjustments in its financial statements for F.Y. 2020-21 and subsequent years. The financial statements for F.Y. 2020-21 reflected, inter alia, as follows:

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| Increase in Capital Reserve of reinstatement of impairment loss | Rs. 64,86,14,280/- | Note 2 of Balance sheet for 31.03.2021 |
| Reinstatement of Impaired Assets | Rs. 116,14,22,350/- | Note 7 of the Balance Sheet for 31.03.2021 |
| Exceptional and Extraordinary Items | Rs. 52,62,99,195 | Statement for Profit & Loss for the year ended on 31.03.2021 |

11. The Applicant has submitted that since the earlier revision application was withdrawn, the aforesaid accounting adjustments require regularisation through revision of the financial statements under Section 131 of the Companies Act, 2013 so as to ensure that the financial statements reflect the correct accounting treatment and true and fair view of the affairs of the Company.

**CONCLUSION:**

12. Upon consideration of the submissions made by the Learned Counsel and the material available on record, we find that the proposed revision is intended to regularise the accounting adjustments carried forward in the

Financial Statements for FY. 2020-21, 2021-22 and 2022-23 and to ensure that the financial statements reflect the correct accounting treatment and a true and fair view of the affairs of the Company.

13. Considering the materials, report and reply filed by the Applicant Company and RoC/RD and the Income Tax Department this Tribunal is satisfied that sufficient cause has been made for permitting revision of the financial statements under Section 131 of the Act.

14. In view of the aforesaid reasons and in compliance with the provisions of Section 131 of the Act, the Application is allowed, as prayed for to revise the financial statement of the company for the Financial year 2020-21, 2021-22, 2022-23.

15. It is directed that a certified copy of the order be filed by the Applicant with the Registrar of Companies within 30 days after receipt of the same.

16. The Applicant Company is to make sure that these modifications are also being noted to the Financial Statements till the Financial Year 2022-23 as a footnote for information and in the interest of all the stakeholders. The detailed reasons for revision of such financial statement or report shall also be disclosed in the Board's Report in the relevant financial year in which such revision is being made.

17. It is made clear that this order merely permits the Applicant Company to file the revised financial statements in terms of the present directions and shall not be construed as an adjudication upon or approval of the contents thereof.

18. The Registrar of Companies, Income Tax Department and all other competent statutory authorities shall remain at liberty to scrutinize, verify

and examine the revised financial statements and take such action as may be warranted in accordance with law. The Applicant Company shall comply with all statutory requirements and pay all applicable fees, charges, duties, taxes and additional fees, if any, as may be required under law. No waiver of any statutory liability is granted by this Order.

19. Accordingly, **C.P. No. 47/Chd/Pb/2024** is **allowed and disposed of**.

**Sd/-**

**(SHISHIR AGARWAL)**
**MEMBER (TECHNICAL)**

**Sd/-**

**(KHETRABASI BISWAL)**
**MEMBER (JUDICIAL)**
Ruhani