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**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES, KARNATAKA
II FLOOR, "E" WING, KENDRIYA SADAN, KORAMANGALA, BANGALORE - 560 034**

No. ROCB/ Adj. Order /Sec.454 /Co. No.087278/2019

Date: 30/01/2020

ORDER OF ADJUDICATION OF PENALTY UNDER SECTION 454 OF COMPANIES ACT 2013 READ WITH RULE 3 OF THE COMPANIES (ADJUDICATION OF PENALITES) RULES 2014 FOR VIOLATION OF PROVISIONS OF SECTION 203 READ WITH RULE 8A OF THE COMPANIES ACT 2013 BY AMAZON DEVELOPMENT CENTRE (INDIA) PRIVATE LIMITED (TRANSFEREE /RESULTING COMPANY) (FOR AND ON BEHALF OF) AMAZON IT SERVICES (INDIA) PRIVATE LIMITED (TRANSFEROR/DEMERGED COMPANY)

1. In the matter of M/s AMAZON IT SERVICES (INDIA) PRIVATE LIMITED (now amalgamated with M/S AMAZON DEVELOPMENT CENTRE (INDIA) PRIVATE LIMITED) incorporated on 13.10.2006 under the jurisdiction of Registrar of Companies, Bangalore with the registered office situated at 8TH Floor, Brigade Gateway 26/1, Dr.Rajkumar Road, Bangalore-560055.
2. Whereas pursuant to clause (ii) of sub - section (1) of section 203 of the Companies Act, 2013, every company belonging to such class or classes of companies as may be prescribed shall have Company Secretary as one of the whole-time key managerial personnel.
3. Whereas pursuant to Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, notified w.e.f. 09.06.2014 every company which has a paid up capital of Five Crore rupees or more shall have a Whole-time Company Secretary.
4. Further the provisions of sub- section (4) of said Section 203 of the Act stipulates that if the Office of any whole- time key managerial personnel is vacated, the resulting vacancy shall be filled up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.
5. Whereas though the Company being unlisted private Company having paid up capital of Rs.10,882,107,200/- did not appoint the Company Secretary within 6 months from the trigger date (from 12.06.2014 to 11.12.2014) and appointed the Company Secretary Mr. Akansha Ahuja only on 27.06.2019, thereby contravened the provision referred to in para Nos. 1 to 3 supra during the period from 11.12.2014 to 26.06.2019 (with a delay of 1660 days) .
6. Whereas on the basis of application received for adjudication of penalty dated 12.09.2019 and notice of hearing issued by this office on 16.01.2020, the authorized representatives of the Company viz., Mr. Rupesh Agarwal, Practicing Company Secretary attended for hearing on **18.01.2020 at 11.30 a.m.** for adjudicating penalty for violations committed.

7. Whereas pursuant to the Companies (Amendment) Ordinance, 2018 dated 02.11.2018 the penal provisions of Section 203(5) of the Companies Act, 2013 state that if any company makes any default in complying with the provision of this section, such company shall be liable to a penalty of five lakh rupees and every director and key managerial personnel of the company who is default shall be liable to a penalty of fifty thousand rupees and where the default is a continuing one, with a further penalty of one thousand rupees for each day after the first during which such default continues but not exceeding five lakh rupees.
8. Mr. Rupesh Agarwal, Authorised Representative admitted the violation and hence following penalty referred to in para No. 9 is imposed on the applicant for the delay of 1660 days in appointing a Whole Time Company Secretary.
9. Therefore in view of the above said violation of Section 203(1) and (4) of the Companies Act, 2013 read with Rule 8A of Companies Appointment and Remuneration of Managerial Personnel) Rule, 2014, notified w.e.f. 09.06.2014 the undersigned in exercise of the powers vested to him under Section 454(1) & (3) of the Companies Act 2013 hereby impose a penalty of **Rs 5,00,000/-** to the company and **Rs.5,00,000/-** each to the officers in default viz., Mr. Rakesh Mohan Bakshi, Director and Mr. Noorulamin Mohd Saheb Patel, Director, thereby **(totalling Rs. 15,00,000/- as penalty amount)**.
10. Considering the delay of **1660** days, they shall pay the penalty in the MCA 21 portal and proof of payment be produced for verification within 21 days from the date of receipt of order.
11. Whereas sub-section (5) of section 454 of the Companies Act, 2013 provides that any person aggrieved by an order made by the adjudicating officer under sub-section (3) may prefer an appeal to the Regional Director having jurisdiction in the matter and further sub-section (6) provides that every appeal under sub-section (5) shall be filed within sixty days from the date on which the copy of the order made by the adjudicating officer is received by the aggrieved person and shall be in such form, manner and be accompanied by such fees as may be prescribed.
12. Please note that as per Section 454(8) (i) of the Companies Act 2013, Where company does not pay the penalty imposed by the adjudicating officer or the Regional Director 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.

(ii) Where an officer of a company who is in default does not pay the penalty within a period of ninety days from the date of the receipt of the copy of the order, 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.

In case of default in payment of penalty, prosecution will be filed under section 454(8)(i) and (ii) of the Companies Act 2013 at your own costs without any further notice.

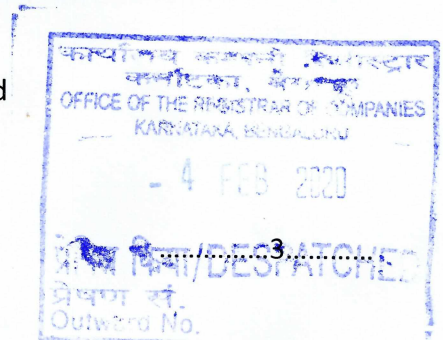
(CV SAJEEVAN)

REGISTRAR OF COMPANIES,
KARNATAKA.

To,

ROCB/Adj.454/Co.No.87278/2019 - 10046

- 1) M/s Amazon Development Centre (India) Private Limited
No.26/1, Brigade World Trade Centre, 10th Floor
Dr.Rajkumar Road, Malleswaram(W)
Bangalore, Karnataka 560055



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- 10047

- 2) Mr.Rakesh Mohan Bakshi, Director
C-207, Sector-44, Noida
Gautam Budh Nagar
Uttar Pradesh – 201301

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- 3) Mr. Noorulamin Mohd Saheb Patel, Director
Flat No.302, Skyline Elysee
No.24, Vivian Richards Road
Bangalore-560005,Karnataka

