

भारत सरकार
कार्पोरेट कार्य मंत्रालय
कार्यालय कंपनीज रजिस्ट्रार, दिल्ली एवं हरियाणा
चतुर्थ तल, आई.एफ.सी.आई. टॉवर, 61 नेहरू प्लेस,
नई दिल्ली - 110019



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS,
OFFICE OF REGISTRAR OF COMPANIES,
NCT OF DELHI & HARYANA
4TH FLOOR, IFCI TOWER, 61, NEHRU PLACE,
NEW DELHI - 110019

No. ROC/D/Adj Order/454/Adglobal/92/13421-13426 Dated 26 Nov., 2020

ADJUDICATION ORDER OF PENALTIES UNDER SECTION 454(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 3 OF COMPANIES (ADJUDICATION OF PENALTIES) RULES, 2014 AS AMENDED BY COMPANIES (ADJUDICATION OF PENALTIES) AMENDMENT RULES, 2019 IN THE MATTER OF NON-COMPLIANCE OF THE PROVISIONS OF SUB-SECTION (4) OF SECTION 92 OF THE COMPANIES ACT, 2013.

In respect of:

Adglobal360 India Private Limited
(CIN U74900DL2010PTC200449)

1. Appointment of Adjudicating Officer:

Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad.II, dated 24.03.2015 (See SO 831(E), dated 24.03.2015) appointed undersigned as Adjudicating Officer in exercise of the powers conferred by section 454(1) of the Companies Act, 2013 (*herein after known as Act*) r/w Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act. The undersigned vide Companies (Amendment) Ordinance, 2019 is entrusted to adjudicate penalties under section 92 of the Companies Act, 2013 with effect from 02.11.2018.

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2. Company:

Adglobal360 India Private Limited (*herein after known as 'company'*) is a registered company with this office under the provisions of section 7 of the Companies Act, 2013 having its registered office as per MCA21 Registry at address **c/o Jugraj Singh Bedi, 1250 Ground Floor, Mukherjee Nagar, North West Delhi-110009.**

3. Facts about the Case:

- I. **Sub section (1) of section 92 of the Act** provides that every company shall prepare an Annual Return in the prescribed form the particulars as they stood on the close of the financial year regarding—
- a) Its registered office, principal business activities, particulars of its holding, subsidiary and associate companies;
 - b) Its shares, debentures and other securities and shareholding pattern;
 - c) Its members and debenture-holders alongwith changes therein since the close of the previous financial year;
 - d) Its promoters, directors, key managerial personnel alongwith changes therein since the close of the previous financial year;
 - e) Meetings of members or a class thereof, Board and its various committees alongwith attendance details;
 - f) Remuneration and key managerial personnel;
 - g) Penalty or punishment imposed on the company, its directors or officers and details of compounding of offences and appeals made against such penalty or punishment;



- h) Matters relating to certification of compliances, disclosures as may be prescribed;
- i) Details, as may be prescribed, in respect of shares held by or on behalf of the Foreign Institutional Investors; and
- j) Such other matters as may be prescribed,

and signed by a director and the company secretary, or where there is no company secretary, by a company secretary in practice.

II. **Sub section (4) of section 92 of the Act** provides *inter alia* that every company shall file with the Registry a copy of the Annual Return, within sixty days from the date on which the Annual General Meeting is held or where no Annual General Meeting is held in any year within sixty days from the date on which the Annual General Meeting should have been held together with the statement specifying the reasons for not holding the Annual General Meeting, with such fees or additional fees, as applicable.

III. In the instant case, the company alongwith its directors have *suo-moto* filed application vide eform GNL-1 (SRN R33652470) for adjudication of penalty under the provisions of section 454 of the Act and rules thereunder and stated therein *inter alia* that:-

- For the financial year ended on 31.03.2019, the Annual General Meeting (AGM) should have been held on or before 30.09.2019. However, the company has hold its AGM on 21.11.2019.



- The Annual General Meeting for the Financial Year 2018-19 was held on 21.11.2019 and in the said AGM the audited accounts for adoption by its shareholders and by filing the Annual Return for the Financial Year 2018-19 were placed.
 - The company has filed its Annual Return for the Financial Year 2018-19 with the Registrar vide **SRN R33360132 dated 18.02.2020**.
 - The company has prayed to pass an order for adjudicating the penalty for violation of the provisions of section 92 of the Act.
- k) The provisions of section 454(3) of the Act and rules made thereunder *inter alia* stipulate the manner for adjudging penalties for non-compliance of the relevant provisions of this Act. Accordingly, in the interest of natural justice, before imposing the penalty on the company, the officer who is in default, or any other person, as the case may be, a reasonable opportunity of being heard was given to them by issuing a Notice for Hearing under sub-section 4 of Section 454 the Act.
- l) Shri Shashi Sharma, Chartered Accountant attended the virtual hearing on behalf of the applicants on 17.11.2020 via WhatsApp Video Call and orally submitted that the company has complied with the provisions of section 92 (4) of the Act by filing its due Annual Return for the Financial Year 2018-19 on 18.02.2020.
- m) He prayed for adjudicating the penalty for such violation of section 92(4) of the Act.

4. Provisions of the Companies Act, 2013 provides:

Sub-section (5) of section 92 of the Act provides that if a company fails to file its annual return under sub section (4), before the expiry of the period specified therein, such company and every its officer 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 one hundred rupees for each day after the first during which such failure continues, subject to a maximum of five lakh rupees.

5. ORDER:

- a. The company and its officers in default have admitted the default of the provisions of section 92(4) of the Act for filing its due Annual Return for the Financial Year 2018-19 with a delay of **28 days** making themselves liable for penalties under section 92(5) of the Act.
- b. In exercise of the powers conferred on me vide Notification dated 24th March, 2015 and having considered the facts and circumstances of the case besides written and oral submissions made by the representative of Noticee(s) at the time of hearing and after taking into account the factors mentioned in the relevant Rules, I do hereby impose the penalty on the company and its officers in default as per table below for violation of section 92(4) of the Act:-



Violation for the Financial Year	Penalty imposed on company/ director(s)	Period of Violation	Fixed Penalty (In Rs.)	Total Penalty (In Rs.)
2018-19	On company	21.01.2020 to 17.02.2020	50,000	$100 \times 28 = 2,800 + 50,000 = 52,800$
	Mandeep Singh, Director		50,000	$100 \times 28 = 2,800 + 50,000 = 52,800$
	Rakesh Yadav, Director		50,000	$100 \times 28 = 2,800 + 50,000 = 52,800$
	Nirdesh Kumar Chahal, Director		50,000	$100 \times 28 = 2,800 + 50,000 = 52,800$

- c. I am of the opinion that penalty so imposed is commensurate with the aforesaid failure committed by the Noticee(s).
- d. The Noticee(s) shall pay the penalty so imposed through Ministry of Corporate Affairs portal only.
- e. Appeal against this order may be filed in writing with the Regional Director (Northern Region), Ministry of Corporate Affairs, B-2, Wing, 2nd Floor, Pt. Deendayal antyodaya Bhawan, CGO Complex, New Delhi-110003, within a period of sixty days from the date of receipt of this order, in Form ADJ setting forth the grounds of appeal and shall be accompanied by a certified copy of this order. [*Section 454 of the Act read with Companies (Adjudication of Penalties) Rules, 2014 as emended by Companies (Adjudication of Penalties) Amendment Rules, 2019*].
- f. Your attention is also invited to section 454(8) of the Act regarding consequences of non-payment of penalty within the prescribed time limit.

g. In terms of the provisions of sub-rule (9) of Rule 3 of Companies (Adjudication of Penalties) Rules, 2014 as amended by Companies (Adjudication of Penalties) Amendment Rules, 2019, copy of this order is being sent to Adglobal360 India Private Limited, Mandeep Singh, Director, Rakesh Yadav, Director and Nirdesh Kumar Chahal, Director also to Office of the Regional Director (Northern Region), Ministry of Corporate Affairs at New Delhi.

Place : New Delhi.

Dated: 26/11/2020



(SANTOSH KUMAR)
(ADJUDICATION OFFICER)
Registrar of Companies,
NCT of Delhi & Haryana



To,

1. Adglobal360 India Private Limited, C/o Jugraj Singh Bedi, 1250, Ground Floor, Dr. Mukherjee Nagar, North West Delhi-110009.
(By Registered Post and at the e-mail address of the company with the request to serve a copy or order on all the directors of the company).
2. Mr. Mandeep Suingh, Director C/o Jugraj Singh Bedi, 1250, Ground Floor, Dr. Mukherjee Nagar, North West Delhi-110009
3. Mr. Rakesh Yadav, Director r/o D-17-B, Meera marg, Jaipur-302016, Rajasthan.
4. Mr. Nirdesh Kumar Chahal, Director r/o flat No. 703, 7th Floor, BLK C2A, PKT-2, Sector-18-B, Dwarka, New Delhi-110078.

Copy for information and records to:

- Joint Director, Legal, Ministry of Corporate Affairs, in compliance to Rule 3(9) of Companies (Adjudication of Penalties) Rules, 2014.
- Office copy.
- E-mail to content Manager for publication on Ministry's website with a copy to Regional Director (Northern Region) at New Delhi.

