

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  
4<sup>TH</sup> FLOOR, IFCI TOWER, 61, NEHRU PLACE  
NEW DELHI -110019

No. ROC/D/Adj Order/454/Juniper/13344

Dated 23 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 203 OF THE COMPANIES ACT, 2013 READ WITH RULE 8A OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

In respect of:

Juniper Networks Solution India Private Limited  
(CIN U74999DL2017FTC326995)

**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 203 of the Companies Act, 2013 with effect from 02.11.2018.

## 2. Company:

**Juniper Networks Solution 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 **Unit No. IIA, 6th Floor, DLF Centre, Parliament Street, Connaught Place, New Delhi-110001.**

## 3. Facts about the Case:

- a) In terms of the provisions of section 203(4) of the Act, if the office of any Whole-Time Key Managerial Personnel is vacated, the resulting vacancy shall be filled-up by the Board within a period of six months from the date of such vacancy.
  
- b) In the present case, the company alongwith its directors have *suo-moto* filed application vide eform GNL-1 (SRN R25695024) for adjudication of penalty under the provisions of section 454 of the Act and rules thereunder and stated therein *inter alia* as under:-
  - The company was in the process of identifying potential and qualified Company Secretary, but unable to identify a suitable candidate to fill in the post within the prescribed time.
  
  - It has appointed Ms. Sakshi Goyal as Whole-Time Company Secretary on 18<sup>th</sup> July, 2019 with a delay of 134 days thereby violation of the

provisions of sub-section (4) of section 203 of the Act and rules made thereunder.

- The company further prayed that delay in complying with the provisions of section 203 of the Act be condoned or minimum penalty may be imposed under section 454 of the Act.
- c) 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, before imposing the penalty on the company, the officer who is in default, or any other person, as the case may be, stating therein, in the interest of natural justice, a reasonable opportunity of being heard was given to them by issuing a Notice for Virtual Hearing under sub-section 4 of Section 454 the Act.
- d) Shri S. Raghavan, Practicing Company Secretary attended the virtual hearing on behalf of the applicants on 17.11.2020 via WhatsApp Video Call and orally submitted that the company has appointed Whole-Time Company Secretary on 18.07.2019 thereby complied with the relevant provisions of the Act. He further contented that the penalties may be condoned.

**4. Provisions of the Companies Act, 2013 provides:**

**Section 203(1) of the Act provides** that every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel,—



(i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;

(ii) company secretary; and

(iii) Chief Financial Officer:

Provided that an individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless,—

(a) the articles of such a company provide otherwise; or

(b) the company does not carry multiple businesses:

Provided further that nothing contained in the first proviso shall apply to such class of companies engaged in multiple businesses and which has appointed one or more Chief Executive Officers for each such business as may be notified by the Central Government.

**Section 203(4) of the Act provides** 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.

**Section 203(5) of the Act provides** inter alia that if any company makes any default in complying with the provisions of section 203, such company shall be liable to a penalty of five lakh rupees and every director and key managerial personnel of the company who is in 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.

**5. ORDER:**

a. The company and its officers, who have defaulted the provisions of section 203(1) r/w 203(4) of the Act for non- appointment of Whole-Time Company Secretary are liable for penalties under section 203(5) of the Act w.e.f. **06<sup>th</sup> March, 2019 to 17<sup>th</sup> July, 2019.**

b. In exercise of the powers conferred on me vide Notification dated 24<sup>th</sup> March, 2015 and having considered the facts and circumstances of the case besides oral submissions made by the representative of Noticee(s) at the time of virtual hearing and after taking into account the factors mentioned herein above, I do hereby impose the penalty on the company and its officers in default as per table below for violation of section 203(1) of the Act:-

No. of days of default*	Penalty imposed on company/ director(s)	First Default (In Rs.)	Default Continues (In Rs.)	Total Penalty (In Rs.)
134	On company	5,00,000	1000x134	5,00,000
	Ramakrishna Ravikumar	50,000	1000x134=134000	50000+134000=184000
	Mutyhukumar Muthumavadi	50,000	1000x134=134000	50000+134000=184000
	Stephen Patrick Byrne	50,000	1000x134=134000	50000+134000=184000
	Brian Michael Martin	50,000	1000x134=134000	50000+134000=184000

\* No. of days have been calculated from 06.03.2019 till 18.07.2019, when the default is rectified and appointed Company Secretary.

- 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, 2<sup>nd</sup> 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 amended by Companies (Adjudication of Penalties) Amendment Rules, 2019*].
- f. Your attention is also invited to section 454(8)(ii) of the Act regarding consequences of non-payment of penalty within the prescribed time limit of 90 days from the date of the receipt of copy of this order in terms of the provisions of section 454(8)(i) of the Act.
- 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 Juniper Networks Solution India Private Limited and to Shri Mr. Ramakrishna Ravikumar, Director, Mr. Muthukumar Muthumavadi Director, Mr. Stephen Patrick Byrne, Director, and Mr. Brian Michael Martin, Director also to Office of the Regional Director (Northerr Region), Ministry of Corporate Affairs at New Delhi.

Place : New Delhi.

Dated: 23.11.2020



(SANTOSH KUMAR)

(ADJUDICATION OFFICER)

Registrar of Companies,  
NCT of Delhi & Haryana

To,

1. Juniper Networks Solution India Private Limited, Unit No. IIA, 6<sup>th</sup> Floor, DLF Centre, Parliament Street, Connaught Place, New Delhi-110001.  
*(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. Ramakrishna Ravikumar, Director r/o D-1103, Adarsh Rhythm Apartments, Panduranga Nagar, Off. Bannerghatta Road, Bangalore-560076.
3. Mr. Muthukumar Muthumavadi, Director, r/o APT 203, Wings, 16/1, Cambridge Road, Bangalore-560008.
4. Mr. Stephen Patrick Byrne, Director, c/o Unit No. IIA, 6<sup>th</sup> Floor, DLF Centre, Parliament Street, Connaught Place, New Delhi-110001.

5. Mr. Brian Michael Martin, Director, c/o Unit No. IIA, 6th Floor, DLF Centre, Parliament Street, Connaught Place, New Delhi-110001

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.