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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-RD(Ref)/EOTec/Co. No.42707/2020

Date: 08.12.2020

ORDER OF ADJUDICATION OF PENALTY UNDER SECTION 454 OF COMPANIES ACT 2013 READ WITH RULE 3 OF THE COMPANIES (ADJUDICATION OF PENALITIES) RULES 2014 FOR VIOLATION OF PROVISIONS OF SECTION 12 OF THE COMPANIES ACT 2013 BY M/S EO TECHNICS INDIA PRIVATE LIMITED (THE COMPANY):

- 1 In the matter of M/s EO TECHNICS INDIA PRIVATE LIMITED incorporated on 04.05.2007 under the jurisdiction of Registrar of Companies, Bangalore and as per records maintained by the ROC as intimated by the company, the Registered office is situated at No.235 & 236, Bommasandra Jigni Link Road, Industrial Area, Bangalore – 560 099.
- 2 *Whereas the provisions of Sub-section (4) OF Section 12 of the Companies Act, 2013, stipulate that notice of every change of the situation of the registered office, verifying in the manner prescribed, shall be given to the Registrar within 30 days of the change."*
- 3 *Whereas as per the provisions of sub-section (5) of Section 12 of the Companies Act, 2013, except on the authority of a special resolution passed by the company, the registered office of the company shall not be changed –*
 - (a) *In the case of an existing company , outside the local limits of any city, town or village, where such office is situated at the commencement of this Act, or where it may be situated later by virtue of a special resolution passed by the company and*
 - (b) *In the case of any other company, outside the local limits of any city, town or village, where such office is first situated or where it may be situated later by virtue of a special resolution passed by the company.*

Provided that no company shall change the place of its registered office from the jurisdiction of one Registrar to the jurisdiction of another Registrar within the same State unless such change is confirmed by the Regional Director on an application made in this behalf by the company in the prescribed manner.

- 4 *Whereas the provisions of Section 12(8) of the Companies Act 2013, if any default is made in complying with the provisions of Section 12, the Company and every officer who is in default shall be liable to a penalty of one thousand rupees for every day during which default continues but not exceeding one lakh rupees.*
- 5 *Whereas, this Office has received a letter from the Regional Director under reference No. 9(53)/ROCB/RD(SER)/157(2)/CA'2013/2018/6848 dated 22.02.2019 stating that letters dated 2.1.2019 and 22.1.2019 were returned undelivered with postal remarks "LEFT ADDRESSEE" . Subsequently, Mr. Anuj Jain, CA appeared before the Regional Director for a hearing and admitted that the company is not maintaining its Registered Office. Hence Directorate instructed this office to issue show cause notice under section 12 of Companies Act, 2013.*

- 6 Therefore, in view of the Directorate's letter and the company has failed to comply with the provisions of Section 12(4) of the Companies Act, 2013, this office vide notice dated 24.02.2020, (sent by email) and instructed the company and its directors to submit proper adjudication application to this office and also to appear for a hearing either in person or through their authorized representative on 06.03.2020 to adjudicate the matter under Section 454(4) of the Companies Act, 2013, read with Rule 3(3) of the Companies (Adjudication of Penalties) Rules, 2014 in the chamber of Registrar of Companies, II Floor, E-Wing, Kendriya Sadan, Koramangala, Bangalore 560034 for hearing. However, neither the company's directors nor the authorized representatives attended the hearing. In response to it, Shri Anuj Jain, PCA submitted an email dated 28.2.2020 to adjourn the matter till April 2020 due to his preoccupation. As no request has come from the Director or the company and no definite time sought for hearing, reply email dated 4.3.2020 was sent to him asking directors or their authorized representative to attend the hearing scheduled on 6.3.2020. However, nobody attended the hearing.
- 7 Instead of submitting adjudication application duly signed on behalf of the company and its two directors as directed for the default as stated above, Shri Anuj Jain, PCA, has subsequently submitted certain details by email dated 06.03.2020 asking this office to take lenient view while deciding the penalty.
- 8 Again, this office vide letter dated 12.06.2020 addressed to the company and its two directors instructed to send adjudication application to decide the matter. As no response was received from the company and its directors, fresh hearing notice was sent by email on 20.07.2020, for hearing on 24.07.2020 and also another email was sent to submit proper documents like memorandum of appearance, affidavit verifying petition, etc.
- 9 Due to COVID-19 pandemic, hearing was held through Video Conference on 24.07.2020. During the hearing, Mr. Anuj Jain, CA stated to be authorized representative was again informed that till date the company has not filed proper adjudication application to proceed with this long pending adjudicating matter. Final opportunity was given to the company and its directors to comply with the instructions of the undersigned for filing proper application before the next date of hearing. Finally, adjudication application was submitted on 25.8.2020 signed by two directors by giving certain details.
- 10 Whereas, subsequent VC hearing was held on 05.09.2020 and during the said hearing, the authorized representative informed that he cannot submit any more documents and requested the adjudicating officer to pass orders as deemed fit.
- 11 In view of the non-cooperation on the part of company, directors and authorized representative, in order to confirm the Registered Office address, this office sent a letter to the company on 03.11.2020 both by post and email, seeking confirmation in respect of the Registered office address because as per MCA Master Data, the R.O. is situated at Karnataka. In response to the email, Mr. Anuj Jain, PCA has replied that the company's office has been shifted to No. 1014, Tower A1, 10th Floor, Ansal Corporate Park,, Plot No. 7A, Sector 142, Gautam Budh Nagar, Noida, Uttar Pradesh 201305. However, as per MCA-21 portal, the registered office is situated still in Bangalore. From the above, it is very clear that the company does not maintain registered office as required under Section 12 of Companies Act, 2013 and it is a clear violation of Section 12 read with Section 13(4) of the Companies Act, 2013 read with Rules made thereon.
- 12 From submissions made by Authorised Representative, it is clear that the company and its officers in default has severely violated Section 13(4) and (10) read with Rule 30 made thereon to which the company has to file separate compounding application under Section 441 of Companies Act, 2013 after the offence is made good.
- 13 In view of the above, the undersigned in exercise of the powers vested to him vide Section 454(1) & (3) of Companies Act 2013, hereby impose a penalty of **Rs.1,00,000/- each on the Company and its two Directors, viz., Mr. Joo Goo Park, Director, and Mr.Pooran Singh, Director (totaling to Rs.3,00,000/-)** considering no registered office from January 2019 is maintained by the company **and** hereby direct that they shall pay the penalty **Rs.3,00,000/-** through their own sources through MCA 21 portal and submit proof of payment of penalty imposed to this office for verification within 60 days from the date of receipt of this order. The company need to file INC-28 as per the provisions of the Act, attaching copy of this order.

- 14 The Adjudicating Officer is aware that the company has not made the offence good as on date as no registered office is maintained at the address notified to ROC and this adjudication order is no way to be considered as regulation of violation committed under Section 12 read with 13 of the Companies Act, 2013.
- 15 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.
- 16 Please note that as per Section 454(8)(i) of the Companies Act 2013, where as company fails to comply with the order made under sub-section (3) or sub-section (7) as the case may be, 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 or any other person who is in default fails to comply with the order made under sub-section (3) or sub-section (7), as the case may be, within a period of ninety days from the date of 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 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 U/s 454(8)(i) and (ii) of the Companies Act 2013 without any further notice.

This office is directed to send this order by speed post to the company, two directors and the authorized representative and also by email.

(C.V.SAJEEVAN)
REGISTRAR OF COMPANIES
BANGALORE, KARNATAKA

F.No.ROCB/ Adj.454/Section 12/RD(Reference)/Co. No.427072020

- 1) M/s EO Technics India Private Limited
No.235 & 236, Bommasandra , Jigini Link Road
Industrial Area
Bangalore 560099

F.No.ROCB/ Adj.454/Section 12/RD(Reference)/Co. No.104529/2020

- 2) Mr.Joo Goo Park, Director
Gwangjin
M/s EO Technics India Private Limited
No.235 & 236, Bommasandra , Jigini Link Road
Industrial Area
Bangalore 560099

F.No.ROCB/ Adj.454/Section 12/RD(Reference)/Co. No.42707/2020

- 3) Mr.Pooran Singh, Director
505, Tower -12, Paras Tiera
Noida Expressway, Sector-137
Gautam Buddha Nagar