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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.454-92 /Co. No.76073/2019-2020

Date: 18.08.2020

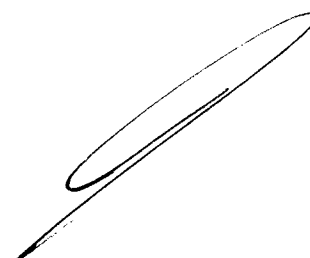
ORDER OF ADJUDICATION OF PENALTY UNDER SECTION 454 OF COMPANIES ACT 2013 READ WITH RULE 3 OF THE COMPANIES (ADJUDICATION OF PENALITES) RULES 2014 FOR VIOLATION OF PROVISIONS OF SECTION 92 (4) OF THE COMPANIES ACT 2013 BY M/S METARAIN DISTRIBUTORS PRIVATE LIMITED

1. In the matter of **M/s Metarain Distributors Private Limited** incorporated on 27.08.2014 under the jurisdiction of Registrar of Companies, Bangalore with the registered office situated at **No.309/1, 4th Floor, Survey No. 1352, CMC No. 468, BBMP No. 18, Roopena Agrahara Near Silk Board Bangalore KA 560068.**
2. *Whereas as per Section 92(4) of the Companies Act, 2013, every company shall file with the Registrar 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 may be prescribed.*
3. *Whereas as per provisions of Section 92(5), of Companies Act, 2013 (pre-amended Act, 2019), If a company fails to file its annual return under sub-section (4) before the expiry of the period specified therein, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakhs rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than fifty thousand rupees but which may extend to six months or with fine which shall not be less than fifty thousand but which may extend to five lakh rupees, or with both.*
4. This office has received Application for Adjudication submitted by the company on 06.02.2019 for adjudicating the offence committed under section 92 of the Companies Act,2013.

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5. It is seen from the petition that the company's AGM was due to be held on or before **30.11.2017** consequent upon extension of time obtained from ROC and MGT – 7 ought to have been filed on or before **30.01.2018**. However, the AGM was held on **28.03.2018** and MGT-7 has been filed only on **17.05.2018**. Hence a delay of 107 days (**from 31.01.2018 to 16.05.2018**) has occurred in filing MGT-7 thereby have violated the provisions of Section 92 of the Companies Act,2013.
6. Due to COVID-19 pandemic, advisory had been issued by the Ministry of Corporate Affairs to conduct hearings through Video Conference in the matters of Adjudication of Penalties by ROCs. In view of the Ministry's guidelines, hearing was held through Video Conference on **24.07.2020**. Mr.Karan Joseph, Advocate attended the hearing. He admitted the offence and pleaded for less penalty for the same.
7. The Officers in default during the relevant period were (1) Mr.Faizan Aziz, Director (27.08.2014 to 20.12.2019), Mr.Anirudh Shashi Coontoor, Director (27.08.2014 to 20.12.2019).
8. It was noticed that the Company and its officers are liable for a penalty as per Section 92(5) of the Companies Act 2013. Further, since the default period is between 31.01.2018 to 16.05.2018, the penalty is imposed based on the pre-amended provisions of sub-section (3) of Section 92 of Companies Act, 2013.
9. Accordingly, the undersigned in exercise of the powers vested to him vide Section 454(1) & (3) of Companies Act 2013 considering the **delay of 107 days**, hereby impose a penalty of **Rs.1,00,000/- on the Company and on the officers in default, namely, (1) Mr. Faizal Aziz, Director and (2) Mr. Anirudh Shashi Coontoor of Rs.1,00,000/- each (totaling Rs.3,00,000/-)** and directed them that they shall pay through their own sources in the MCA 21 portal and proof of payment be produced for verification and also Form INC-28 should be filed along with copy of payment challans and copy of this order within 60 days from the date of receipt of order.
10. 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.

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11. 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 received by the aggrieved person and shall in such form, manner and be accompanied by such fees as may be prescribed.

12. Please note that as per Section 454(8)(i), where a 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 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.

(C V SAJEEVAN)
REGISTRAR OF COMPANIES,
KARNATAKA.

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- (1) M/S METARAIN DISTRIBUTORS PRIVATE LIMITED
No.309/1, 4th Floor, Survey No. 1352,
CMC No. 468, BBMP No. 18,
Roopena Agrahara
Near Silk Board
Bangalore KA 560068.

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- (2) MR.FAIZAN AZIZ
DIRECTOR
NO.188(42)D COSTA SQUARE, 2ND CROSS COOKE TOWN
DCOSTA CAFÉ, WHEELER ROAD
EXTENSION, BANGALORE 560084
KARNATAKA

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- (3) MR. ANIRUDH SHASHI CONTOOR, DIRECTOR
#G6, ARCHITA-3, 18TH CROSS, IDEAL HOMES TOWNSHIP
OPP. BESCOM, HALAGEVADERAHALLI,
RAJARAJESHWARI NAGAR
BANGALORE-560098, Karnataka