



भारत सरकार/ GOVERNMENT OF INDIA
कारपोरेट कार्य मंत्रालय / MINISTRY OF CORPORATE AFFAIRS
कम्पनी पंजीयक का कार्यालय, बेंगलूर, कर्नाटका
OFFICE OF THE REGISTRAR OF COMPANIES, BANGALORE, KARNATAKA
“केंद्रीय सदन”, II मंजिल, ‘ई’ विंग, कोरमंगला, बेंगलूर - 560 034
“KENDRIYA SADAN”, II FLOOR, E- WING, KORAMANGALA, BANGALORE - 560034

मि.सं/F.No.ROCB/ Adj.454/Co.No.95490/Section 12/2019-2020 दिनांक/Date: 30/06/2020

01.07.2020

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 12 OF THE COMPANIES ACT 2013 BY M/S MICRO FOCUS SOFTWARE SOLUTIONS RIVATE LIMITED

- 1 Whereas the company, M/s MICRO FOCUS SOFTWARE SOLUTIONS PRIVATE LIMITED was incorporated on 03.08.2016 under the jurisdiction of Registrar of Companies, Bangalore with the registered office situated at No. 66/1, 6th floor, Olympia Building, Bagmane Tech Park, Byrasandra, Sir C.V.Raman Nagar, Bangalore-560093, Karnataka.
- 2 Whereas as per Section 12(3)(c) of the Companies Act, 2013, “every company shall get its name , address of its registered office and Corporate Identity Number along with telephone number, fax number, if any, e mail and website addresses, if any , printed in all its business letters, bill heads, letter papers, and in all its notices and other official publications;
- 3 As per 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.
- 4 Whereas during the process of scrutiny of e-form INC-24, it is noticed from the attached letter head that the company has not mentioned against the address as “Registered Office” and thereby violated the provisions of Section 12(3)(c) of Companies Act, 2013. When the matter has been taken up with the company, it has filed an application for adjudication vide letter dated 25.11.2019 for non-compliance of Section 12(3)(c) of the Companies Act, 2013 . Further, the company vide its email dated 10.06.2020 had requested to take up their adjudication application for an early hearing and adjudicate the matter.
- 5 Due to COVID-19 pandemic, instructions were issued by the Ministry of Corporate Affairs to conduct hearings through Video Conference in the matters of Adjudication and Compounding of offences by ROCs and RDs.

- 6 In view of Ministry's guidelines, hearing was held through Video Conference on **12.06.2020 (Friday) at 3.30 pm**. Ms Deepa Bhatia, Authorised Representative attended the hearing. She admitted the offence and pleaded for less penalty for the same. The Representative explained that the said letter head were used only for very short period inadvertently. Further, the address given in the letter head was same as of the Registered office but the word "Registered Office" was only missed to be added in the letter head.
- 7 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 token penalty of **Rs.15000/- each on the Company and its three Directors, viz., Mr Sharad Bansal, Director, Mr.Kumbakonam Natarajan Mohanram, Director, Mr.Jaganathan Rajagopalan, Director (totaling to Rs.60000/-)**. I hereby direct that they shall pay the penalty **Rs.15000/-** each through their own sources immediately through MCA 21 portal and proof of payment be produced for verification and also file INC – 28 enclosing copies of Challan and this order within 60 days from the date of receipt of order.
- 8 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.
- 9 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 at your own costs without any further notice.

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

F.No.ROCB/ Adj.454/Co.No.95490/Section 12/2019-2020

- (1) **Mr. Micro Focus Software Solutions India Private Limited**
66/1, 6th Floor, Olympia Building Bagmane Tech Park
Byrasandra, Sir C.V.Raman Nagar, Bangalore
Karnataka 560093.

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- (2) **Mr. Sharad Bansal, Director**
32, The Eights Marina
Mariners Way Cambridge
CB41ZA, Great Britain

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- (3) **Mr.Kumbakonam Natarajan Mohanram**
Director
15th Cross, 6th Cross, A2-402
White House
15th Cross, 6th Main
RT Nagar, Bangalore-560032.

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- (4) **Mr.Jaganathan Rajagopalan**
Director
98/1, Apt 6054
Sobha Chrysanthemum Thanisandra
Bengaluru 560077 Karnataka