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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 /Co. No.098001/2019-2020

Date: 02/07/2020

**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 92 OF THE COMPANIES ACT 2013 BY M/S NEORIS CONSULTING SERVICES (INDIA) PRIVATE LIMITED**

1. In the matter of **M/s Neoris Consulting Services India) Private Limited** incorporated on 23.11.2016 under the jurisdiction of Registrar of Companies, Bangalore with the registered office situated at Regus Gem Business Center Private Limited, 26/1, 1<sup>st</sup> and 2<sup>nd</sup> floor, IBIS Hotel, Hosur Road, Bommanahalli, Bangalore 560068, Karnataka.
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 pre amended Section 92(5), of Companies (Amendment) Act ,2019, w.e.f. (02.11.2018), " 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. *Whereas per the provisions of Section 92(5) of the Companies Act, 2013, "If any company fails to file its Annual return under sub-section(4) , before the expiry of the period specified therein, such company and its every 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.*

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5. *Since default period is between 01.03.2018 and 08.11.2018, I am imposing penalty based on the pre-amended provisions of sub-section (5) of Section 92 of Companies Act, 2013.*
6. This office has received Application for Adjudication submitted by the company on 22.08.2019 vide GNL I SRN H84130186 for adjudicating the offence committed under section 92 of the Companies Act,2013.
7. It is seen from the petition that the company's AGM was due to be held on **31.12.2017** and form MGT-7 ought to have been filed on **01.03.2018**. However, the AGM was conducted on **11.09.2018** and filed for MGT-7 only on **09.11.2018** with a delay of 254 days (**from 01.03.2018 to 08.11.2018**), thereby have violated the provisions of Section 92 of the Companies Act,2013.
8. 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 and Compounding of offences by ROCs and RDs. In view of the Ministry's guidelines, hearing was held through Video Conference on **01.06.2020 (Monday) at 2.45 pm**. Mr.Ankit Malhotra, Practicing Company Secretary attended the hearing. He admitted the offence and pleaded for less penalty for the same.
9. The Officers in default during the relevant period were (1) Mr.Rajiv Kaul, Whole Time Director (21.12.2017 to 15.11.2018) and Mr. Suraj Sofian, Whole Time Director (11.09.2018 to till date). However, the applications were filed by Mr. Suraj Sofian and Mr. Kumar Krishnan Iyer in the company as Director / Whole Time Director and former director respectively. Shri Rajiv Kaul, former Whole Time Director has not applied for adjudication.
10. It was noticed that the Company and its officers are liable for a penalty as per Section 137(3) of the Companies Act 2013. Accordingly, the undersigned in exercise of the powers vested to him vide Section 454(1) & (3) of Companies Act 2013 considering the **delay of 254 days**, hereby impose a penalty of **Rs.1,00,000/- each on the Company and on the officers in default, namely, (1) Mr.Kumar Krishnan Iyer and (2) Mr. Suraj Sofian (totaling Rs. 3,00,000/-)** and shall pay from 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.

11. 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.

12. 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.

13. 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.**

F.No. ROCB/ Adj. Order /Sec.454 /Co. No.098001//2019-2020

- 1) M/s NEORIS CONSULTING SERVICES (INDIA) PRIVATE LIMITED  
26/1, 1<sup>st</sup> and 2<sup>nd</sup> floor, IBIS Hotel, Hosur Road,  
Bommanahalli, Bangalore 560068, Karnataka.

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- 2) Mr. Suraj Sofian, Whole Time Director  
BG-3/29, Paschim Vihar, West Delhi – 110063

F.No. ROCB/ Adj. Order /Sec.454 /Co. No.098001//2019-2020

- 3) Mr. Kumar Krishnan Iyer, Former Director  
15, Sai Prasanna, Plot NO. 1132, Shabaj, Belapur  
Navi Mumbai 400614





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