



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.71394/Section 117/2020 दिनांक/Date: 28/10/2020

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 117 OF THE COMPANIES ACT 2013 BY M/S ONEDIGITAL AD TECHNOLOGIES PRIVATE LIMITED

- 1 Whereas the company, M/s ONEDIGITAL AD TECHNOLOGIES PRIVATE LIMITED was incorporated on 10.10.2013 under the jurisdiction of Registrar of Companies, Bangalore with the registered office situated at No.91, 17th Cross, 14th Main Sector 4, HSR Layout, Bangalore 560102.
- 2 *Whereas, pursuant to provisions of Section 117 of the Companies Act, 2013, “a copy of every resolution or any agreement, in respect of matters specified in sub-section (3) together with the explanatory statement under Section 102, if any, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar within thirty days of the passing or making thereof in such manner, and with such fees as may be prescribed.”*
- 3 *Whereas pursuant to provisions of sub-section (2) of Section 117 of Companies Act, 2013, If any company fails to file the resolution or the agreement unde sub-section (1) before the expiry of the period specified therein, such company shall be liable to a penalty of one lakh rupees and in case of continuing failure, with a further penalty of five hundred rupees for each day after the first during which such failure continues, subject to a maximum of twenty-five lakh rupees and every officer of the company who is in default including liquidator of the company, if any, shall be liable to a penalty of fifty thousand rupees and in case of continuing failure, with a further penalty of five hundred rupees for each day after the first during which such failure continues, subject to a maximum of five lakh rupees.”.*
- 4 Whereas, the Company had submitted its adjudication application on 25.02.2019 for adjudicating the matter. However, it was seen that Affidavit submitted by Mr. Adam Stark, Director of the company was not notarized. It was pointed out at the previous VC Hearing held on 24.07.2020 to the authorized representative, Ms.Shubha Bharadwaj, CA.

- 5 The authorized representative explained that as Mr.Adam Stark resides in Germany, due to the covid-19 pandemic and lockdown, the affidavit could not be notarized and hence sought for two weeks time to comply with the requirements, which was granted by the Adjudicating Officer. The matter was adjourned to next date of hearing, i.e.,05.09.2020.
- 6 The hearing was held through Video Conference on **05.09.2020**. Ms Shubha Bharadwaj attended the hearing and once again sought three weeks' time as compliance could not be made within the time granted during the last hearing, due to continuous lockdown in Germany. As a last chance, time was granted. Subsequently, the notarized application was submitted by way of email dated 21.09.2020 by the authorized representative on behalf of Mr. Adam Stark.
- 7 It was noticed that the articles of association was amended on **29.09.2018**. However, the company filed **MGT-14 only on 08.02.2019 vide SRN H44354769** with a delay of **103 days** (from the date of expiry of statutory period, i.e., 28.10.2018). Therefore, the Company and its officers are liable for a penalty as per Section 117(2) of the Companies Act 2013.
- 8 Accordingly, the undersigned in exercise of the powers vested to him vide Section 454(1) & (3) of Companies Act 2013 considering the delay of 103 days, hereby impose a penalty of **Rs.1,51,500/- on the Company and Rs. 1,01,500/- each on its two Directors, viz., (i) Mr.Sudarsan Parida and (ii) Mr. Adam Stark, (totaling Rs.3,54,500/-)** and to pay from their own sources in the MCA 21 portal and submit proof of payment to this office for verification within 60 days from the date of receipt of order. The company need to file INC-28 as per the provisions of the Act.
- 9 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.
- 10 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.
- 11 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.454/Co.No.71394/Section 117/2020**

- 1) **M/s Onedigitalad Technologies Private Limited**
No.91, 17th Cross, 14th Main Sector 4, HSR Layout,
sBangalore 560102.

F.No.ROCB/ Adj.454/Co.No.71394/Section 117/2020

- 2) **Mr. Sudarsan Parida, Former Director & CEO**
No.104, Kristal Opal Apartments, 13th A Cross
8th Main , BTM 2nd Stage, Bangalore-560076.

F.No.ROCB/ Adj.454/Co.No.71394/Section 117/2020

- 3) **Mr. Adam Stark, Director , Director**
C/o M/s Onedigitalad Technologies Private Limited
No.91, 17th Cross, 14th Main Sector 4, HSR Layout,
Bangalore 560102.