



भारत सरकार/ **GOVERNMENT OF INDIA**
कारपोरेट कार्य मंत्रालय / **MINISTRY OF CORPORATE AFFAIRS**
कम्पनी पंजीयक का कार्यालय, कर्नाटका
OFFICE OF THE REGISTRAR OF COMPANIES, 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.454-173/Co. No.074535/2020

Date: 17.12.2020

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 173 OF THE COMPANIES ACT 2013 BY M/S RISKONNECT SERVICES PRIVATE LIMITED (THE COMPANY):

- 1 Whereas M/S RISKONNECT SERVICES PRIVATE LIMITED is incorporated on 01.04.2014 under the jurisdiction of ROC, Bangalore and presently the registered office is situated at House No. 2-87/17 and 2-87/18, 2nd Floor, Summit, Airport Road, Maryhill Padavu-1, Mangaluru Dakshina Kannada 575008, Karnataka.
- 2 Whereas as per the provisions of sub-section (1) of Section 173 of the Companies Act, 2013 “Every company shall hold the first meeting of the Board of Directors within thirty days of the date of its incorporation and thereafter, hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board “.
- 3 Whereas as per the provisions of sub –section (4) of section 173 of the Act, “Every Officer of the Company whose Duty is to give notice under this section and who fails to do so shall be liable to a penalty of twenty-five thousand rupees.
- 4 Whereas it is noticed that the company has not conducted Board Meetings within 120 days. The details of such meetings as per the details provided by the company from 28/04/2014 to 13/03/2018 held are given below:-

S.No	Last date of meeting	Due date	Actual Date of meeting
1	11/08/2014	11/12/2014	10/04/2015
2	10/04/2015	10/08/2015	18/08/2015
3	30/04/2017	31/05/2017	26/07/2017

- 5 Whereas this office had issued notice for hearing on 18.01.2020 to the company and its officers in default. Though authorized representative appeared on 18.01.2020 sought for adjournment stating that are residing outside India and the application could not be signed by all of them. Subsequently, M/s Trilegal, Advocates, Bangalore, submitted a request stating that company and its directors have passed a resolution authorizing the representatives of Trilegal, Advocates to appear and represent before the Adjudicating Officer and sought for 30 more days to make the compliance.

- 6 Further, this office received a letter dated 16.07.2020 signed by one of the Directors Mr. Avimukt Dar, wherein detailed explanation was given by the company for non-compliance of section 173 of the Companies Act, 2013. Though, it was also stated that the company failed to convene meeting as prescribed under Section 173 of the Act between 30.01.2017 to 26.07.2017 factually the Company has failed to comply with Section 173 as many as three times as stated at Para 4 above.
- 7 Due to COVID-19 pandemic, hearing was held through Video Conference on **05.09.2020**. Mr. Vadiraja, Advocate of M/s Trilegal, authorized representatives attended the hearing. He invited the attention of the Adjudicating Officer to the company's letter dated 16.7.2020. However, it was informed to him that the letter had no clarity on the officers who were in default.
- 8 Mr. Vadiraja, informed that the directors who were in default have left the company and the new directors are ready to pay the penalty imposable. The Representative sent an email on 05.09.2020 after the hearing, giving the details of the directors against whom penalty can be imposed.
- 9 Based on the information given by the authorized representative, the undersigned, in exercise of the powers vested to him vide Section 454(1) & (3) of Companies Act 2013, hereby impose a penalty on former directors of the company:-

S.No.	Name of the Director	Amount of Penalty (Rs.)
1	Mr. Gaurav Dani (1.4.2014-26.7.2017) (3 meetings)	25000*3=75000/-
2	Mr. Avimukt Dar(1.4.2014-26.7.2017) (3 meetings)	25000*3=75000/-
3	Mr. Christopher Noronha (10.04.2015-29.11.2019) (2 meetings)	25000*2=50000/-
4	Mr. Patrick Michael Henn (10.04.2015-21.11.2017) (2 meetings)	25000*2=50000/-
5	Mr. Robert Craig Morell (10.04.2015-21.11.2017) (2 meetings)	25000*2=50000/-
	TOTAL	3,00,000/-

I hereby direct that the officers in default shall pay the respective penalty **(totaling Rs.3,00,000/-)** from their own sources through MCA 21 portal within 60 days from the date of receipt of this order and forthwith file INC-28 as per the provisions of the Act, attaching copy of this order and payment challans.

- 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 and as per Sub-section (6), 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)(ii) of the Companies Act 2013,

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) (ii) of the Companies Act 2013 without further notice.

(C.V.SAJEEVAN)
REGISTRAR OF COMPANIES
KARNATAKA

To

F.No.ROCB/ Adj.454-173/Co. No.074535/2020

1. Mr. GAURAV DANI, former Director
A-28, SECTOR -26
GAUTAM BUDDHA NAGAR,
NOIDA, 201301, Uttar Pradesh, INDIA

F.No.ROCB/ Adj.454-173/Co. No.074535/2020

2. Mr. AVIMUKT DAR, Former Director
B-20, PAMPOSH ENCLAVE, GREATER KAILASH PART-1
NEW DELHI, 110048, Delhi, India

F.No.ROCB/ Adj.454-173/Co. No.074535/2020

3. Mr. CHRISTOPHER NORONHA, Former Director
PENT HOUSE, TIARA APARTMENTS, KADRI ALVARES ROAD, KADRI,
MANGALORE, 575002, Karnataka.

F.No.ROCB/ Adj.454-173/Co. No.074535/2020

4. Mr. PATRICK MICHAEL HENN, Former Director
H. NO.2-87/18, 2ND FLOOR, SUMMIT,
AIRPORT ROAD, MARYHILL, PADAVU-1, MANGALURU
Dakshina Kannada 575008

F.No.ROCB/ Adj.454-173/Co. No.074535/2020

5. Mr. ROBERT CRAIG MORRELL, Former Director
H. NO.2-87/18, 2ND FLOOR, SUMMIT,
AIRPORT ROAD, MARYHILL, PADAVU-1, MANGALURU
Dakshina Kannada 575008.

Copy for Information to

- ✓ M/s Riskconnect Services Private Limited
H. NO.2-87/18, 2ND FLOOR, SUMMIT,
AIRPORT ROAD, MARYHILL, PADAVU-1, MANGALURU
Dakshina Kannada 575008.