

GOVERNMENT OF INDIA

कारपोरेट कार्य मंत्रालय

MINISTRY OF CORPORATE AFFAIRS

कंपनी पंजीयक का कार्यालय

OFFICE OF THE REGISTRAR OF COMPANIES

सं .7, दूसरी मंजिल, करुवदिकुपम मुख्य सड़क, मुथियलपेट, पुडुचेरी - 605 003.

NO. 7, 2ND FLOOR, KARUVADIKUPPAM MAIN ROAD, MUTHIALPET, PUDUCHERRY - 605 003.

F.No. ROC/PDY/Adj/Sec.203/02550/2024

Dated: 9 OCT 2024

ORDER OF ADJUDICATION OF PENALTY UNDER SECTION 454 OF COMPANIES ACT 2013 READ WITH RULE 3 OF THE COMPANIES (ADJUDICATION OF PENALITIES) RULES 2014 FOR VIOLATION OF PROVISIONS OF SECTION 203 OF THE COMPANIES ACT 2013 BY M/S VENKATRAMANA FOOD SPECIALITIES LIMITED

1. APPOINTMENT OF ADJUDICATION OFFICER:

Ministry of Corporate Affairs vide its Gazette Notification No.A-42011/112/2014-Ad.II, dated 24.03.2015 (see SO 831(E) dated 24.03.2015) appointed undersigned as Adjudication Officer in exercise of the powers conferred by Section 454 (1) of the Companies Act, 2013(herein after known as Act) r/w Companies (Adjudication of Penalties) Rules, 2014 for adjudication penalties under the provisions of this Act.

2. COMPANY:

M/s VENKATRAMANA FOOD SPECIALITIES LIMITED incorporated on 19.08.1986 under the jurisdiction of Registrar of Companies, Puducherry with the registered office situated at No.7, MSI Area, PIPDIC Industrial Estate, 24th Cross, Mettupalayam, Puducherry - 605009.

S. No	Particulars	Remarks
1.	Paid up capital (Equity & Preference Shares)	11,51,95,930
2.	Turn Over (Revenue from operation)	Nil
3.	Whether company registered under Section 8 of the Act?	No
4.	Whether company registered under any other special Act?	No
5.	Whether company is small company	No
6.	Whether Sec. 446B is applicable to the company? (Lesser penalties for certain companies)	No

3. PROVISIONS OF THE ACT:

- Whereas pursuant to sub-Section (4) of Section 203 of the Companies Act, 2013, which read as under: If the office of any Whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

- Whereas pursuant to Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, which read as under:
“Every private company which has a paid up share capital of ten crore rupees or more shall have a whole-time company secretary”.

4. FACTS ABOUT THE CASE:

- Whereas the company had appointed **Mr. Mayuresh Rajan Kamlapukkar** as Whole-time Company Secretary of the company on **15.04.2019** as required under provision of Section 203(4) read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Subsequently, Mr. Mayuresh Rajan Kamlapukkar **resigned** and moved out of the company w.e.f **26.12.2019**.
- Whereas, company supposed to appoint whole-time Company Secretary on or before **26.06.2020** (due date) within six months from the date of resignation **26.12.2019** **Ms. Roopa Hedge** was selected and joined the company as a whole time Company Secretary with effect from **09.12.2023**. The Board of directors at the Board Meeting has failed to fill up the resulting vacancy for the period from **27.12.2019 to 08.12.2023 (delay of 1442 days)**. On the basis of above said fact, the company is deemed to have been violated the provision of the said Section 203(4) of the Companies Act, 2013 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.
- This office has issued Show Cause Notice to the Company and its directors on **25.07.2024** for violation of Section 203(5) of the Act, 2023. In terms of the provisions of Section 454(4) of the Companies Act, 2013, before imposing penalty under Section 454 of the Act for violation of Section 203(5) of the Act, an opportunity of being heard was given to the company and its officers and accordingly this office has issued notice for hearing dated **23.08.2024** to the company and its officers in default. A date of hearing was fixed on **02.09.2024**.
- Whereas **Shri. Manohar Krishna Naik**, Director of the company has appeared before the undersigned for the hearing on **02.09.2024** on behalf of the company and its another 2 directors viz., **Shri. Atu Bhanwarlal Oza** (Director) and **Ms. Vaishali Shetty Oza** (Director) along with Authorization letter and made submissions that due to non-availability of Whole Time Company Secretary. Further, due to Covid and not possible to appoint any CS even after many advertisement, which made the company difficult to appoint Whole Time Company Secretary. However, the default is accepted for adjudication.

- Whereas as per Section 203(5) of the Companies Act, 2013, which read as under: "If any company makes any default in complying with the provisions of this Section, such company shall be liable to a penalty of Five Lakh Rupees and every director and key managerial personnel of the company who is in default shall be liable of fifty thousand rupees and where with default is continuing one, with a further penalty of one thousand rupees for each day after the first during which default continues but not exceeding five lakh rupees".

Accordingly, I inclined to impose a penalty as prescribed under Sub-Section (5) of Section 203 of the Companies Act, 2013. The details of the penalty imposed on the company and officers in default are as:

Violations under Companies Act, 2013	Name of person on whom penalty imposed	No. of days of delay	Per day penalty for default	Total default amount (Rs.)	Maximum limit for penalty (Rs.)	Final penalty imposed (Rs.)
Sec.203 (5) of the Act, 2013.	1. M/s. Vekataramana Food Specialties Limited (Company)	1442	--	5,00,000	--	5,00,000
	2. Shri. Atu Bhanwarlal Oza (Director)	1442	1000	50,000 + (1442 x 1000) 14,42,000 = 14,92,000	5,00,000	5,00,000
	3. Ms. Vaishali Shetty Oza (Director)	1442	1000	50,000 + (1442 x 1000) 14,42,000 = 14,92,000	5,00,000	5,00,000
	4. Shri. Manohar Krishna Naik (Addl. Director)	1442	1000	50,000 + (1442 x 1000) 14,42,000 = 14,92,000	5,00,000	5,00,000
					Total	20,00,000

*(No. of days have been calculated from 27.12.2019 to 08.12.2023)


- The company and its directors are hereby directed to pay the penalty amount as per the above table. In case of directors such amount is required to be paid out of his own funds.
- The company and its directors are hereby directed to rectify the default immediately from the date of receipt of copy of this order.
- the notices shall pay the said amount of penalty through online by using the website www.mca.gov.in (Misc. head) in favor of "Pay & Accounts Officer, Ministry of Corporate Affairs, Chennai, payable at Chennai, within 90 days of receipt of this order, and intimate this office with proof of penalty paid.
- Appeal against order may be filed with the Regional Director (SR), Ministry of Corporate Affairs, 5th Floor, Shastri Bhavan, 26 Haddows Road, Chennai-600006, within a period of sixty days from the date of receipt of this order, in form ADJ (available on Ministry website www.mca.gov.in) setting forth the

grounds of appeal and shall be accompanied by a certified copy of the order. (Section 454 (5) & 454(6) of the Act read with Companies (adjudicating of penalties) Rules, 2014.

e. Your attention is also invited to Section 454(8) of the Act in the event of Non-compliance of this order.

(i) Please note that as Section 454 (8) (i) of the Companies Act, 2013, whereas 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 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 office 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.


(A. GOKULNATH, ICLS)
(ADJUDICATION OFFICER)
REGISTRAR OF COMPANIES,
PUDUCHERRY

To,

- 1/ **M/s. VENKATRAMANA FOOD SPECIALITIES LIMITED**
No.7, MSI Area, PIPDIC Industrial Estate, 24th Cross,
Mettupalayam, Puducherry - 605009.
2. **Shri. ATU BHANWARLAL OZA**
CFO M/s. Venkatramana Food Specialties Limited
71, Anandvan, Plot 64, Nutanlaxmi Society, N.S. Road,
No.8, JVPD Scheme, Vile Parle, (West)
Mumbai,400056, Maharashtra.
3. **Shri. VAISHALI SHETTY OZA**
Director of M/s. Venkatramana Food Specialties Limited
71, Anandvan, Plot 64, Nutanlaxmi Society, N.S. Road,
No.8, JVPD Scheme, Vile Parle, (West)
Mumbai,400056, Maharashtra.
4. **SHRI. MANOHAR KRISHNA NAIK,**
Addtl. Director of M/s **M/s.** Venkatramana Food Specialties Limited
No. B-502, Vaishnavi Nakshatra, Tumkur Road,
Yeshwanthpur, Bangalore - 560022.