Fax : 011 -26235702
Website : www.mca.gov.in
E-Mail : roc.delhi@mca.gov.in

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☎ (011)26235703
(011)26235704
(011)26235705

भारत सरकार
कार्पोरेट कार्य मंत्रालय
कार्यालय कंपनीज़ रजिस्ट्रार, दिल्ली एवं हरियाणा
चतुर्थ तल, आई.ऍफ़.सी.आई. टॉवर, 61 नेहरू प्लेस,
नई दिल्ली -110019

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS,
OFFICE OF REGISTRAR OF COMPANIES,
NCT OF DELHI & HARYANA
4TH FLOOR, IFCI TOWER, 61, NEHRU PLACE,
NEW DELHI -110019

ORDER OF PENALTY UNDER SECTION 56 (4) (a) OF THE COMPANIES ACT, 2013 IN THE MATTER OF APTIA GROUP INDIA PRIVATE LIMITED (CIN: U62099HR2023FTC113126)

1. Appointment of Adjudicating Officer: -

Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad.II, dated 24.03.2015 appointed Registrar of Companies, NCT of Delhi & Haryana as Adjudicating Officer in exercise of the powers conferred by section 454(1) of the Companies Act, 2013 (hereinafter known as Act) r/w Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act.

2. Company: -

Whereas the company namely **APTIA GROUP INDIA PRIVATE LIMITED {CIN: U62099HR2023FTC113126}** (herein after known as 'company') was incorporated on 07.07.2023 and having its registered office (as per MCA21 Register) at **Shop No.1, SEC Road, New Palam Vihar Sector 111 Gurgaon, Sadar Bazar, Gurgaon, Haryana-122001, India.** The financial & other details of the subject company for F.Y 2023-24 as available on MCA-21 portal is stated as under:

S. No.	Particulars	Details
1.	Paid up capital (INR)	8,50,10,000
2.	a. Revenue from operation (INR)	-
	b. Other Income (INR)	-
	c. Profit for the Period (INR)	-
3.	Holding Company	YES
4.	Subsidiary Company	NO
5.	Whether company registered under Section 8 of the Act?	NO
6.	Whether company registered under any other special Act?	NO

3. Facts about the Case: -

I. The Company had submitted an application by filing the E-form GNL-1 vide SRN- F93635837 for adjudication of the violation of the provision of section 56(4)(a) of the Companies Act, 2013. The applicants are Mr. Kasthuri Rangan (Director) and Ms. Shubha Singh (Director).

II. As per the application, the following has been stated:

i. The company was incorporated on 07.07.2023, having two subscribers of MoA, namely Aptia Group Limited and Aptia Group Investment Limited. The details of number of shares subscribed by each of the subscribers and date of issue of share certificate is as under:

S.No.	Name of the subscribers to MoA	Number of Equity Shares	Date of Issue of Share Certificate	Delay in issuance of Share Certificate (in days)
1	Aptia Group Limited	9,900	September 28, 2023	21 days
2	Aptia Group Investment Limited	100	December 21, 2023	105 days

ii. As per section 56 (4) (a) of the Companies Act, 2013, the company was required to issue the share certificate to both the subscribers of memorandum within 2 months of its incorporation i.e. till 07.09.2023 but failed to do so due to delay in receipt of the subscription money in company's bank account. Hence, there was a delay in issuance of share certificate to Aptia Group limited of 21 days and in case of Aptia Group Investment limited, it was of 105 days.

II. Accordingly, a show cause notice for the default was issued to the company and its officer on 06.09.2024 and a response to which was received on 23.09.2024 wherein the company has re-iterated the facts and also submitted that the delay in

issuance of share certificates was unintentional and resulted from external factors beyond the company's control. The company has also taken steps to rectify the error.

III. Ms. Charu Jhamtani, Company Secretary (the authorized representative of the Company) appeared for oral submission in the matter on 03.12.2024 and requested to take a lenient view while levying penalty on the company and its officers as the company is newly incorporated one.

4. <u>The relevant provision of the sections 56 as on date of default is as under:</u>

<u>Section 56 - Transfer and Transmission of Securities</u>

- **(4)** *Every company shall, unless prohibited by any provision of law or any order of Court, Tribunal or other authority, deliver the certificates of all securities allotted, transferred or transmitted*

  (a) *within a period of two months from the date of incorporation, in the case of subscribers to the memorandum;*

- ***(6)*** *Where any default is made in complying with the provisions of sub-sections (1) to (5), the company and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees.*

5. <u>Adjudication of penalty</u>: -

i. That company failed to issue the share certificate to both subscribers of memorandum within 2 months of its incorporation which was not in compliance with the provisions of Section 56(4)(a) of the companies act 2013.

ii. The subject company does not get covered under the purview of small company as defined u/s 2(85) of the Act. Hence, the benefit of section 446B would not be applicable on the company.

iii. Now in exercise of the powers conferred on me vide Notification dated 24th March, 2015 and having considered the reply submitted by the subject Company in response to the notice, I hereby impose the penalty on the Company and its officers in default under Section 56(4)(a) of the companies act 2013 for violation as follows:-

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TABLE-I

Violation	Penalty imposed on company/ Officers	Amount of penalty imposed u/s 56(6) of the Act (in Rs.)
A	B	C
Violation of Section 56(4) (a)	Aptia Group India Private Limited	50,000
	Kasthuri Rangan (Director)	50,000
	Shuba Singh (Director)	50,000

7. **Order:**

a. Names of parties as mentioned in the 'TABLE-I' above are hereby directed to pay the penalty amount as per column no. 'C' therein. In case of parties other than company, such amount is required to be paid out of their own funds.

b. The said amount of penalty shall be paid through online by using the website www.mca.gov.in (Misc. head) in favor of "Pay & Accounts Officer, Ministry of Corporate Affairs, New Delhi, **within 90 days of receipt of this order, and intimate this office with proof of penalty paid**.

c. Appeal against this order may be filed with the Regional Director (NR), Ministry of Corporate Affairs, B-2 Wing, 2nd Floor, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi-110003 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].

d. Your attention is also invited to section 454(8) of the Act in the event of non-compliance with this order.

(Pranay Chaturvedi, ICLS)
(Adjudicating Officer)
Registrar of Companies
NCT of Delhi & Haryana

O/C

No. ROC/D/Adj/Order/Section 56(4)(a)/APTIA/4831-4833 **Date:** 30/12/2024

To,

1. APTIA GROUP INDIA PRIVATE LIMITED
   Shop No.1, SEC Road, New Palam Vihar Sector 111 Gurgaon,
   Sadar Bazar, Gurgaon, Haryana-122001,India.

2. KASTHURI RANGAN
   2202, Odyssey 2, Hiranandani Gardens Powai
   Mumbai-400076, Maharashtra, India

3. SHUBHA SINGH
   House No. 421, Plot No. 104 Ashirwad Enclave, I.P. Extension, National
   Victor Public School East Delhi-110092 Delhi, India

Copy to:

Regional Director (NR), Ministry of Corporate Affairs, B-2 Wing, 2nd Floor, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi-110003.