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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/Sec 454(3)/54261

4500-4503

Dated: 15/03/2019

**ORDER OF ADJUDICATION OF PENALTY UNDER SECTION 454 (3) OF COMPANIES ACT 2013 READ WITH RULE 3 OF THE COMPANIES (ADJUDICATION OF PENALTIES) RULES 2014 FOR VIOLATION OF PROVISIONS OF SECTION 118(10) OF THE COMPANIES ACT 2013 BY RUCKUS WIRELESS PRIVATE LIMITED (THE COMPANY):**

In the matter of RUCKUS WIRELESS PRIVATE LIMITED

Incorporated on 15/07/2008 under the Registrar of Companies, Karnataka.

1. Whereas RUCKUS WIRELESS PRIVATE LIMITED has voluntarily applied for adjudication of penalty u/s 454(3) of Companies Act 2013 vide GNL-1 SRN No.G87417853 for violation of Section 118(10) r/w/ Rule 25 of Companies (Incorporation) Rules 2014.
2. Whereas it is stated that the Company was not required to appoint a fulltime Company Secretary and the earlier management was internally taking care of the Compliances. The earlier management and the Board of Directors were not well-versed with the applicable provisions of the Companies Act, 2013 relating to Secretarial Standards. Due to lack of knowledge, earlier management of the Company could not comply with the applicable Secretarial Standards in preparation of Board meeting minutes. After the acquisition of the Company, the new management and the existing Board of Directors, while taking note of the Compliances, they identified the non-compliance of Section 118(10) of Companies Act 2013 and hence they have applied for adjudication in order to regularize the non-compliance.

3. A table showing details relating to non-compliance of Secretarial Standards in respect of the Board Meetings and General Meetings as detailed in the application is as follows:

<b>Sl. No.</b>	<b>Violated Section</b>	<b>Financial Year</b>	<b>Violation Relating to BM</b>	<b>Brief Particulars of the case</b>
1	Section 118 (10) of the Companies Act, 2013	2015-16	30/07/2015-BM	Serial number, mode of attendance, commenting on presence of quorum, time of conclusion of the meeting and other aspects of Secretarial Standards are not mentioned in the Board Meeting Minutes
2			26/11/2015-BM	Same as above
3			11/03/2016-BM	Same as above
4			20/04/2016-BM	Same as above
5		2016-17	15/06/2016-BM	Same as above
6			10/08/2016-BM	Same as above

7			24/10/2016- BM	Same as above
8			18/01/2017- BM	Same as above
9			17/03/2017- BM	Same as above
10		2017-18	30/06/2017- BM	Same as above
11			12/09/2017- BM	Same as above
12			13/09/2017- BM	Same as above
13			30/11/2017- BM	Same as above

4. Whereas as per Section 118(10), every Company shall observe Secretarial Standards [i.e., SS-1 (Secretarial Standards on Meetings of Board of Directors)] with respect to board meetings, specified by the Institute of Company Secretaries of India..

5. Whereas, the penalty for violation of Section 118(10) is contained in Section 118(11). As per Section 118(11) of Companies Act 2013, if any default is made in complying with the provisions of this section in respect of any meeting, the company shall be liable to a penalty of twenty-five thousand rupees and every officer of the company who is in default shall be liable to a penalty of five thousand rupees.

6. Whereas, as per the master data of the Company Mr. Krishnan Narayanaswamy, Mr. Prasanna Parameswar Hegde and Mr. Prashant Dundappa Shedbal are the officers in default during the relevant period. It is observed that the said Directors have resigned from the Company w.e.f. 01-12-2017, and no-longer are associated with the Company.

7. Whereas, this office had issued notice dated 02-11-2018 for hearing U/s 454 of the Companies Act 2013 to the Company and its officers in default through speed post, to appear personally or through their authorized representative before the undersigned on 12/11/2018 at 3 P.M. in the chamber of Registrar of companies, II Floor, E Wing, Kendriya Sadan, Koramangala,. The notice issued to company has returned/ undelivered with remarks "Left". No reply received from the Company and officers in default.

8. Thereafter, the Company and its officers including the ex-Directors in default were once again called upon to appear personally or through their authorized representative before the undersigned on 29/11/2018 at 3 P.M. in the chamber of Registrar of companies, II Floor, E Wing, Kendriya Sadan, Koramangala, and Bangalore-560034 for hearing. However, the authorized representative appeared before the undersigned on 29/11/2018 on behalf of " RUCKUS WIRELESS PRIVATE LIMITED" and Shri Mr. Prasanna Parameshwar Hegde appeared for himself and on behalf of Shri Krishnan Narayanaswamy. Shri Murali .G.R. appeared on behalf of Prashant Dundappa Shedbal and admitted the violation.

9. Therefore, the undersigned in exercise of the powers vested to him vide Sec 454(1) & (3) of Companies Act 2013 hereby impose a penalty of Rs.3,25,000/- on the Company and Rs.65,000/- each on the officers in default for 13 different Board Meetings and hereby direct that they shall pay the penalty immediately in the MCA 21 portal and proof of payment be produced for verification within 30 days from the date of receipt of order.

10. Please note that as per Sec 454(8) (i) of the Companies Act 2013, Where company does not pay the penalty imposed by the adjudicating officer or the Regional Director 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 who is in default does not pay the penalty within a period of ninety days from the date of the 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.

Therefore, in case of default in payment of penalty, prosecution will be filed U/s 454(8(i) and (ii) of the Companies Act 2013 at your own costs without any further notice.

The company is directed to file this order in e-form – INC-28 with this office within 30 days from the date of receipt of the same.



(C V SAJEEVAN)  
REGISTRAR OF COMPANIES  
KARNATAKA, BANGALORE

To:

dc dk  
15/3/2019

1) M/s. RUCKUS WIRELESS PRIVATE LIMITED

1st Floor, Salarpuria Supreme,

#137 #92/5, Munnekolalu Village, -> EK362679688IN

Varthur Hobli, Marathhalli,

Bangalore-560037

EK

2) Mr. KRISHNAN NARAYANASWAMY -> 362679691IN

118/2K 14TH CROSS, RAJAJINAGAR 1ST BLOCK,

BANGALORE-560010

3) Mr. PRASANNA PARAMESHWAR HEGDE -> EK362679705IN

At-Ganageri, Post-Isloor, Taluk-Sirsi, Uttarakannada,

Sirsi-581358, KARNATAKA

4) Mr. PRASHANT DUNDAPPA SHEDBAL - EK362679714IN  
No. 48/P, Shirahatti, Huded OniShirahatti, Athani, Belgaum-591304