



Email: roc.bangalore@mca.gov.in

Telephone No.: 080-25537449

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, KARNATAKA  
II FLOOR, "E" WING, KENDRIYA SADAN, KORAMANGALA, BANGALORE - 560 034**

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

**Dated: 15.12.2020**

**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 118(1) OF THE COMPANIES ACT 2013 BY  
MS/ RISKONNECT SERVICES PRIVATE LIMITED**

- 1 Whereas M/S RISKONNECT SERVICES PRIVATE LIMITED is incorporated on 01.04.2014 under the jurisdiction of Registrar of Companies, Bangalore with the registered office address at House No. 2-87/17 and 2-87/18, 2<sup>nd</sup> Floor, Summit, Airport Road, Maryhill Padavu-1, Mangaluru Dakshina Kannada 575008, Karnataka.
- 2 Whereas, as per section 118 (1) of the Companies Act, 2013, "*every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.*"
- 3 Whereas as per Sub-section (10) of Section 118 of the Companies Act, 2013, "*every company shall observe secretarial standards with respect to general and Board Meetings specified by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980 (56 of 1980) and approved as such by the Central Government.*"
- 4 Whereas as per Sub-section (11) of Section 118 of the 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.*"
- 5 Whereas, the company has filed adjudication application suo-motu on 12.12.2018 for non-compliance of provisions of Section 118 of the Companies Act, 2013. It was noticed from the application that the Company and officers in default have violated the provision of section 118 of the Companies Act, 2013 r/w Rule 25 of the Companies (Management and Administration) Rules, 2014 by not preparing, maintaining and executing the minutes of the Board and AGM meetings as required under Section 118 of the Companies Act, 2013 for the meetings held from 28/04/2014 to 13/03/2018.
- 6 Whereas this office had issued first notice for hearing on 18.01.2020 to the company and its directors of the company. Though authorized representative appeared on 18.01.2020 sought for adjournment for next date of hearing stating that the directors 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 ROC in connection with Adjudication proceedings and sought for 30 more days to make the compliance.

- 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. 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 for non compliance of Section 118 as per the Act, with details of the Board meetings and AGM etc.
- 8 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 to the former directors of the company as under:-

Sl.No	Name of the Directors	Dates of the meetings	Number of meetings	Penalty per meeting as per Section 118(11) (B)	Total Penalty as per Section 118(11) (A*B)
1	Company	BM: 28 April 2014, 11 August 2014, 18 August 2015, 24 September 2015, 26 September 2015, 16 November 2015, , 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, , 05 October 2016, 30 January 2017, 26 July 2017, 18 August 2017, 20 September 2017, 21 November 2017, 13 March 2018 AGM: 31 December 2015(AGM), 30 September 2016(AGM), 30 September 2017(AGM)	21 BM:18 AGM:3	25000	5,25,000
2	Avimukt Dar (DIN 01059688) DOA:1.4.2014 DOR:26.7.2017	28 April 2014, 11 August 2014, 10 April 2015, 18 August 2015, 24 September 2015 26 September 2015, 16 November 2015, , 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, 05 October 2016, 30 January 2017, 26 July 2017. AGM: 31 December 2015, 30 September 2016	15 BM:13 AGM:2	5000	75,000
3	Gaurav Dani (DIN 00057957) DOA:1.4.2014 DOR:26.7.2017	28 April 2014, 11 August 2014, 10 April 2015, 18 August 2015, 24 September 2015, 26 September 2015, 16 November 2015, 31 December 2015, 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, 30 September 2016, 05 October 2016, 30 January 2017, 26 July 2017.	15 BM:13 AGM:2	5000	75,000

4	Christopher Noronha (DIN 05356496) Date of Appointment of Additional Director 10 April 2015	10 April 2015, 18 August 2015, 24 September 2015, 26 September 2015, 16 November 2015, 31 December 2015, 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, 30 September 2016, 05 October 2016, 30 January 2017, 26 July 2017, 18 August 2017, 20 September 2017(AGM), 30 September 2017, 21 November 2017, 13 March 2018	16 AGM:3	5000	95000
5	Patrick Michael Henn (DIN 07072014) Date of Appointment as Additional Director 10 April 2015 Date of Resignation 21 November 2017	10 April 2015, 18 August 2015, 24 September 2015, 26 September 2015, 16 November 2015, 31 December 2015, 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, 30 September 2016, 05 October 2016, 30 January 2017, 26 July 2017, 18 August 2017, 20 September 2017, 30 September 2017	BM:14 AGM:3	5000	85000
6	Robert Craig Morrell (DIN 07072054) Date of Appointment as Additional Director 10 April 2015 Date of Resignation 21 November 2017	10 April 2015, 18 August 2015, 24 September 2015, 26 September 2015, 16 November 2015, 31 December 2015, 09 March 2016, 02 April 2016, 25 June 2016, 12 September 2016, 30 September 2016, 05 October 2016, 30 January 2017, 26 July 2017, 18 August 2017, 20 September 2017, 30 September 2017	BM:14 AGM:3	5000	85000
7	James Freeman Foster (DIN 07993637)	21 November 2017	1	5000	5000
8	Theresa Ann McEvily (DIN 07993639)	21 November 2017, 13 March 2018.	2	5000	10000

9. Whereas, the Company and its officers in default are hereby directed to pay the penalty from their own sources through Ministry of Corporate Affairs 21 portal and submit proof of payment to this office within 60 days from the date of receipt of this order. The company needs to file INC-28 as per the provisions of the Act enclosing copy of this order and challan copies in respect of proof of payment made shall be submitted to registry separately.

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 further sub-section (6) provides that 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 is received by the aggrieved person and shall be in such form, manner and be accompanied by such fees as may be prescribed.

11 Please note that as per Sec 454(8) (i) of the Companies Act 2013,

"(i) where 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 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."

12 Therefore, in case of default in payment of penalty, prosecution will be filed u/s 454(8) (i) & (ii) of the Companies Act, 2013 without any further notice.

(C V SAJEEVAN)  
REGISTRAR OF COMPANIES,  
KARNATAKA.

To

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

1. M/s RISKONNECT SERVICES PRIVATE LIMITED  
H. NO.2-87/18, 2ND FLOOR, SUMMIT,  
AIRPORT ROAD, MARYHILL, PADAVU-1, MANGALURU  
Dakshina Kannada 575008

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

2. Mr. GAURAV DANI, Former Director  
A-28, SECTOR -26GAUTAM BUDDHA NAGAR,  
NOIDA,201301,Uttar Pradesh

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

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

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

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

**F.No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

5. 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/Adjudication/Sec 454(3)-118/074535/2020**

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

**No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

7. Mr. JAMES FREEMAN FOSTER, Former Director  
H. NO.2-87/18, 2ND FLOOR, SUMMIT,  
AIRPORT ROAD, MARYHILL, PADAVU-1, MANGALURU  
Dakshina Kannada 575008

**No. ROCB/Adjudication/Sec 454(3)-118/074535/2020**

8. Mr. THERESA MCEVILY, Director  
H. NO.2-87/18, 2ND FLOOR, SUMMIT, AIRPORT ROAD  
MARYHILL, PADAVU-1, MANGALURU, Dakshina Kannada 575008