

BEFORE THE ADJUDICATING OFFICER

REGISTRAR OF COMPANIES, GUJARAT, DADRA & NAGAR HAVELI

Dated:

06 APR 2022 | 11m To 196

ORDER FOR PENALTY UNDER SECTION 454 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ADJUDICATION OF PENALTIES) RULES, 2014 and COMPANIES (ADJUDICATION OF PENALTIES) AMENDMENT RULES, 2019 FOR VIOLATION OF SECTION 12(3)(c) OF THE COMPANIES ACT, 2013

IN THE MATTER OF M/S. TANGENTTECH INFOSOFT PRIVATE LIMITED

(U29128GJ1999PTC047568)

Date of Hearing: 23.03.2022

PRESENT :

1. Shri M. K. Sahu (ROC), Adjudicating Officer
2. Mrs. Ankita Lahoty (DROC), Presenting Officer
3. Shri V. S. Tiwari, Senior Technical Assistant

Appearance:

Mr. Darshan Kinkhabwala, Company Secretary, Authorised Representative appeared on behalf of Company

Appointment of Adjudication Authority:-

1. The Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad.II dated 24.03.2015 has appointed the undersigned as Adjudicating Officer in exercise of the powers conferred under section 454 of the Companies Act, 2013 (hereinafter known as Act) read with Companies (Adjudication of Penalties) Rules, 2014 (Notification No. GSR 254(E) dated 31.03.2014) for adjudging penalties under the provisions of Act.

Company:

2. WHEREAS M/s. Tangenttech Infosoft Private Limited (herein after referred to as "company") is a company having its registered office at 319, Devnandan Mall, opp. Sanyash Ashram, Ellise Bridge, Ahmedabad, Gujarat-380006, registered under the provisions of the Companies Act, 1956/2013 (hereinafter referred to as "Act") in the name & Style of Tangenttech Infosoft Private Limited in the state of Gujarat. The CIN of the Company is U72900GJ2008PTC054659.

Fact about of the case:

3. Whereas It has been observed from certified true copy of Board's resolution dated 28.12.2017 as well as letter dated 28.12.2017 addressed to M/s. Himanshu Patel and Company attached with ADT-1 vide SRN G72298540 filed on dated 01.01.2018 under the MCA21 portal that the company has not mentioned CIN and registered



office address on its letter Head as required under the provisions of Section 12(3)(c) of the Companies Act, 2013, which is a violation attracting penal provisions of Section 12(8) of the Companies Act, 2013. Further, it is also observed that CIN & Registered Office address of the company have been not mentioned on letter dated 23.02.2021 attached with ADT-2 vide SRN T04140307 filed on 24.02.2021 under the MCA, 21 portal. Thus, the company and every Officers are liable to be penalized u/s 12(8) for violation of Section 12(3)(c) of the Companies Act, 2013.

4. WHEREAS, the Ld. Regional Director, NWR, Ahmedabad vide Order dated 05.10.2021 in the matter of Application No. RD(NWR)/ Sec.140/114/2020/1924 dated 05.10.2021 has issued direction to ROC, Ahmedabad to take necessary action for observation reported in report dated 19.08.2021 and submit action taken report.

5. **Sections 12(3)(c) and 12(8) of the Act are reproduced as under:-**

Section 12(3)(c)- get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications; and.

Section 12(8)- If any default is made in complying with the requirements of this section, the company and every officer who is in default shall be liable to a penalty of one thousand rupees for every day during which the default continues but not exceeding one lakh rupees.

Show Cause Notice, reply and personal Hearing:-

6. An Adjudication Notice vide No. ROC-GJ/24/ STA(V)/Adj.-Sec.454 (3)/ Tangenttech / 2021-22/ 3410 to 3415 dated 17.09.2021 was issued to the company and its officers in default for violation of Section 12(1)/12(3)(c) of the Companies Act, 2013. No reply to the aforesaid notices of this office received from the company/Officers.

7. Thereafter, a "Written Notices" vide No. ROC-GJ/24/ STA(V)/Adj.-Sec.454 (3)/ Tangenttech / 2021-22/ 5272 to 5277 dated 25.11.2021 was issued to the company and its officers in default in pursuant to Section 454(4) of the Companies Act, 2013 read with Rules made thereunder and a hearing was fixed for 05.1.2022. Mr. Darshan Kinkhabwala, Company Secretary did appeared before the Adjudicating Officer and submit their Memorandum of appearance along with Board resolution dated 06.12.2021 for Authorization for appearance in the matter. The Ld. Company Secretary has requested for adjournment to next date of hearing for submission of reply in the matter.

On the Scheduled date of hearing i.e. on 23.03.2022, Mr. Darshan Kinkhabwala, Company Secretary in Practice, Authorised representative of the subject company



did appeared and attended the hearing proceedings and submitted oral submission along with copy of reply dated 21.03.2022 that "Company is an abiding corporate body and has no motive to disregard any of the compliances. The absence of the CIN and Registered office Address was absolutely unintentional and due to the mistake done by one of employee of the company while scanning the document. CIN and Registered address of the company has mentioned on the letter head but while scanning the documents employee hastily did not take that part which created misinterpretation of that letter." Ld. Company Secretary further submitted that "Company has also filed various documents to Registrar of Companies (ROC) where company has also mentioned CIN and registered office address as required for Section 12(1) of the Companies Act 2013". Further requested to before passing any adjudication order, kindly take point into be consideration regarding financial position etc. as the company heavily financial loss and also Company's business suffered due to covid-19 outbreak and lockdown around the country during the financial year 2020-2021 and thereafter continue suffer.

8. During the hearing, the Presenting Officer responded that it has been observed from certified true copy of Board's resolution dated 28.12.2017 as well as letter dated 28.12.2017 addressed to M/s. Himanshu Patel and Company attached with ADT-1 vide SRN G72298540 filed on 01.01.2018 under the MCA21 portal that the company has not mentioned CIN and registered office address on its letter Head as required under the provisions of Section 12(3)(c) of the Companies Act, 2013, which is a violation attracting penal provisions of Section 12(8) of the Companies Act, 2013. Further, it is also observed that CIN & Registered Office address of the company have been not mentioned on letter dated 23.02.2021 attached with ADT-2 vide SRN T04140307 filed on 24.02.2021 under the MCA, 21 portal. However, it is further observed from MGT-7 filed vide SRN R07541311 dated 23.10.2019 that the company has mentioned CIN and registered office on the attached shareholders list. Therefore, it revealed that the company has failed to comply the provisions of Section 12(3)(c) on occasionally. So liable to penalize for the non-compliance occurred for Board's resolution dated 28.12.2017 and letter dated 23.02.2021 attached with ADT-2 vide SRN T04140307.
9. Under the above circumstances, the undersigned has reasonable cause to believe that the company and its officers have violated the provisions of Section 12(3)(c) of the Companies Act, 2013 as noticed from Board's resolution dated 28.12.2017 and letter dated 23.02.2021 attached with ADT-2 vide SRN T04140307 available under the MCA21 portal record. In view the facts narrated above, the company and its directors /officers, in default are liable for penalty as per Section 12(8) of the Companies Act for the aforesaid date.

ORDER:

1. While adjudging quantum of penalty under section 12 of the Act, the Adjudicating Officer shall have due regard to the following factors, namely:
 - a. The amount of disproportionate gain or unfair advantage, whenever quantifiable, made as a result of default.
 - b. The amount of loss caused to an investor or group of investors as a result of the default.
 - c. The repetitive nature of default.
2. The Presenting Officer further submitted that with regard to the above factors to be considered while determining the quantum of penalty, it is noted that the disproportionate gain or unfair advantage made by the noticee or loss caused to the investor as a result of the delay on the part of the noticee to redress the investor grievance are not available on the record. Further, it may also be added that it is difficult to quantify the unfair advantage made by the noticee or the loss caused to the investors in a default of this nature.
3. The Presenting Officer further submitted that it is observed from the Balance Sheet as at 31.03.2021 that the paid-up capital of the company is Rs. 1,00,000.00 and Turnover is Rs. 95,68,053. hence, the company does fall under the ambit of a "small Company". Therefore, the provisions of imposing lesser penalty as per the provisions of Section 446B of the Companies Act, 2013 apply to the company.
4. Having considered the facts and circumstances of the case and submissions made by the Presenting Officer and reply submitted by Noticees vide dated 21.03.2022 along with oral submission made by the Ld. Company Secretary during hearing and after taking into accounts the factors above, I hereby imposed a penalty on company and its directors as per table below for violation of section 12(8) of the Companies Act, 2013. I am of the opinion that penalty is commensurate with the aforesaid failure committed by the Noticees:

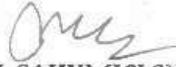
No. of days of default	Penalty imposed on company/Director	Amount of Penalty (in Rs.)	Maximum (Rs. 1Lakh)	Total (In Rs.)
2*	Company	2X500/-=1,000	50,000	1,000
	MS. DIPALI PATEL (DIN 02244487)	2X500/-=1,000	50,000	1,000
	MR. JAYESHKUMAR AMBALAL PATEL (DIN 02244504)	2X500/-=1,000	50,000	1,000
	MR. KIRANKUMAR PATEL (DIN 03109506)	2X500/-=1,000	50,000	1,000
	MS. NIPUL JAYESH PATEL (DIN 06795257)	2X500/-=1,000	50,000	1,000
	MR. KAUSHAL	2X500/-=1,000	50,000	1,000

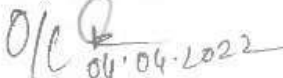
	SHAILESHKUMAR PATEL (DIN 06795295)			
		Total	3,00,000	6,000

(* No. of days have been calculated as 02 day i.e. as noticed from Board's resolution dated 28.12.2017 and letter dated 23.02.2021 attached with ADT-2 vide SRN T04140307).

5. The noticee shall pay the amount of penalty individually for the company and its directors (out of own pocket) by way of e-payment (available on Ministry website www.mca.gov.in) under "Pay miscellaneous fees" category in MCA fee and payment Services within 90 (ninety) days of this order and the Challan/SRN generated after payment of penalty through online mode shall be filed in INC-28 to this office.
6. Appeal if any against this order may be filed in writing with the Regional Director, North Western Region, Ministry of Corporate Affairs, ROC BHAVAN, OPP. RUPAL PARK, NR. ANKUR BUS STAND, NARANAPURA, AHMEDABAD (GUJARAT)-380013 within a period of sixty days from the date of receipt of this order, in Form ADJ setting forth the grounds of appeal and shall be accompanied by the certified copy of this order. [Section 454 of the Companies Act, 2013 read with the Companies (Adjudicating of Penalties) Rules, 2014 as amended by Companies (Adjudication of Penalties) Amendment Rules, 2019].
7. Please note that as per the provisions of **Section 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 (90 days)** from the date of the receipt of the copy of order, the company shall be punishable with fine which shall not be less than twenty five thousand rupees but which may extend to five lakhs rupees. Further as per of **Section 454(8) (ii)** of the Companies Act, 2013, where an officer of a company who in default does not pay the penalty within a period of **Ninety days (90days)** 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.
8. Your attention is also invited to section 454(8) of the Act in the event of non-compliance of this order which provides that in case of default in payment of penalty, prosecution will be filed u/s 454(8)(ii) of the Companies Act, 2013 at your own costs without any further notice.

The adjudication notice stands disposed of with this order.


(M. K. SAHU) (ICLS)
 Registrar of Companies & Adjudicating Officer
 Gujarat, Dadra & Nagar Haveli.


 O/C 04.04.2022

To

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

1. M/S. TANGENTTECH INFOSOFT PRIVATE LIMITED
319, DEVNANDAN MALL, OPP. SANYASH ASHRAM,
ELLISE BRIDGE, AHMEDABAD, Gujarat-380006, India.

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

2. MS. DIPALI PATEL (DIN 02244487)
D/O SHRI MAHESHBHAI SHAH CHHABILDAS
A-401 VANDEMATRAM PRIME, NEAR VANDE MATRAM CITY, GOTA,
DASKROI, AHMEDABAD, 382481, Gujarat, India

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

3. MR. JAYESHKUMAR AMBALAL PATEL (DIN 02244504)
S/O SHRI AMBALAL BHOGILAL PATEL
60-B, GHANSHYAM NAGAR, NEAR GHODASAR POLICE
CHOWKIGHODASARAHMEDABAD, 380050, Gujarat, India

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

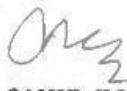
4. MR. KIRANKUMAR PATEL (DIN 03109506)
S/o SHRI RATILAL SHIVLAL PATEL
A-401 VANDEMATRAM PRIME, NEAR VANDE MATRAM CITY, GOTA,
DASKROI, AHMEDABAD, 382481, Gujarat, India

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

5. MS. NIPUL JAYESH PATEL (DIN 06795257)
D/O SHRI MAHENDRABHAI RANCHHODBHAI PATEL
B/60, GHANSHYAMNAGAR NEAR GHODASAR POLICE CHOWKY,
GHODASARAHMEDABAD, 380050, Gujarat, India

No. ROC-GJ/ADJ. ORDER-2/ Tangenttech./ Sec.12(3)(c)/ 201-22 Dated:

6. MR. KAUSHAL SHAILESHKUMAR PATEL (DIN 06795295)
D/O SHRI SHAILESHKUMAR PATEL
B/60, GHANSHYAMNAGAR NEAR GHODASAR POLICE CHOWKY,
GHODASARAHMEDABAD, 380050, Gujarat, India


(M. K. SAHU) (IC/S)
Registrar of Companies
& Adjudicating Officer
Gujarat, Dadra & Nagar Haveli

04.04.2022

[Copy to:

Ministry of Corporate Affairs, (Through Proper Channel)
The Regional Director, (NWR), Ministry of Corporate Affairs, Ahmedabad-380013
(for information please)