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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**

No. ROCB/ Adj. Order /Sec.454/Section 170(2) r/w 203 /Co. No.081640 /2021 / 5818, 5819

Date: 07.02.2022

**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 170 OF COMPANIES ACT, 2013 BY LANDOMUS REALTY PRIVATE LIMITED**

- 1 Whereas the company, viz., M/s LANDOMUS REALTY PRIVATE LIMITED was incorporated on 17.07.2015 under the jurisdiction of Registrar of Companies, Bangalore. and its registered office is presently situated at No. 624, II Floor, 15<sup>th</sup> Main, 24<sup>th</sup> Cross, BSK II Stage, Bengaluru – 560070.
- 2 Whereas sub-section (2) of Section 170 of the Act stipulates that a return containing such particulars and documents as may be prescribed of the directors and the key managerial personnel shall be filed with the Registrar within 30 days from the appointment of every director and key managerial personnel, as the case may be, and within thirty days of any change, taking place.
- 3 Whereas, pursuant to provisions of Sub-section (1) of Section 203 of the Companies Act, 2013, every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel,—
  - (i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;
  - (ii) company secretary; and
  - (iii) Chief Financial Officer
- 4 Whereas, during the course of Inquiry under Section 206 of the Act, it was observed that in all the replies of the company, Shri Sathyaprakash Pradeep Kumar, director has signed in the capacity of chairman & CEO. However, no resolution has been passed for appointing him as a CEO by the company or the Board. As per records, no form DIR-12 has been filed for change in designation. Though the company does not fall under the classes of companies for appointing Key managerial personnel u/s 203 r/w rule 8 & 8A of Companies (Appointment & Remuneration of Managerial Personnel) rules, 2014, the usage of the abbreviation CEO without proper approval of in the Board/shareholders that to without filing DIR-12 with the Registrar of Companies to this effect is in violation of Section 170(2) of the Act. After brought to the notice of violation, the company has filed DIR-12 by showing his appointment effective from 20.4.2021 and thus the offence has been made good.
- 5 Whereas pursuant to provisions of Section 172 of the Companies Act, 2013, if a company is in default in complying with any of the provisions of this Chapter and for which no specific penalty or punishment is provided therein, the company and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees, and in case of continuing failure, with a further penalty of five hundred rupees, for each day during which such failure continues, subject to a maximum of three lakh rupees in case of a company and one lakh rupees in case of an officer who is in default.

- 6 Whereas pursuant to the provisions of Section 454 (4) of the Companies Act 2013 read with Rule (3) of Companies (Adjudication of Penalties) Rules 2014 and every officer in default were directed to attend a hearing under Section 454 read with Rule 3(3) of the Companies (Adjudication of Penalties) Rules 2014, personally or through their authorized representative through Video Conferencing before the undersigned **on 08.10.2021**. However, the hearing was rescheduled on **21.10.2021** and the same was intimated via speed post to company and its directors vide this office letter dated **12.10.2021**.
- 7 In response to the same, Shri Thirupal K Gorige, Practising Company Secretary attended the hearing and placed his submissions before the Adjudicating Officer.
- 8 Further, it is noticed from the balance sheet of the company as at 31.3.2020 that company is a subsidiary of Landomus Realty Venture Inc. Therefore, the company does not come under the definition of a small company. Therefore, the provisions of imposing lesser penalty under section 446B of the companies Act, 2013 shall not be applicable to this company.
- 9 Accordingly, in exercise of the powers vested under Section 454 (3) of Companies Act 2013, I hereby impose a penalty as detailed below on the company and its directors who are officers in default :-

S.No.	Particulars	Penalty Imposed (Rs.)
1	Landomus Realty Private Limited	50,000/-
2	Shri Satyaprakash Pradeep Kumar, CEO and Officer in default	50,000/-
	TOTAL	1,00,000/-

I hereby direct that they shall pay the penalty through their own sources in MCA Portal within 60 days from the date of receipt of this order and also file INC – 28 enclosing copies of payment Challans.

- 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 Section 454(8) (i), where a 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 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.

In case of default in payment of penalty, prosecution will be filed under section 454(8)(i) and (ii) of the Companies Act 2013 without any further notice.



(C V SAJEEVAN)  
REGISTRAR OF COMPANIES,  
KARNATAKA.

*[Handwritten signature]*

To

**No. ROCB/ Adj. Order /Sec.454 /Co. No.081640/2021/5818**

- 1) Landomus Realty Private Limited  
No. 624, II Floor, 15<sup>th</sup> Main, 24<sup>th</sup> Cross,  
BSK II Stage, Bengaluru – 560070

*EK 360301686IN*

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- 2) Shri Sathyaprakash Pradeep Kumar, CEO  
Surya, No174/18, 13<sup>th</sup> Cross, Girinagar, 3<sup>rd</sup> Phase  
Bangalore 560085.

*EK 360301672IN*

