



भारत सरकार / Government of India  
कारपोरेट कार्य मंत्रालय / Ministry of Corporate Affairs  
कंपनी रजिस्ट्रार, कर्नाटक / Registrar of Companies, Karnataka  
केंद्रीय सदन, 2 मंजिल, 'ई' विंग / Kendriya Sadan, 2<sup>nd</sup> Floor, 'E' Wing,  
कोरमंगला, बंगलुरु - 560 034 / Koramangala, Bengaluru - 560 034  
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**M** MINISTRY OF  
**C** CORPORATE  
**A** AFFAIRS  
GOVERNMENT OF INDIA

F.No. ROC(B)/Adj.Ord.454-179(3)/Ultraviolette/Co.No.084804/2024

Date: 28.11.2024

**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 SECTION 179(3) OF THE COMPANIES ACT, 2013 READ WITH RULES (AS AMENDED FROM TIME TO TIME) FRAMED THEREIN BY ULTRAVIOLETTE AUTOMOTIVE PRIVATE LIMITED**

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 by section 454 of the Companies Act, 2013 (hereinafter referred to as Act) read with Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of Companies Act, 2013.

2. The company, **Ultraviolette Automotive Private Limited** (hereinafter referred to as Company) having CIN **U34102KA2015PTC84804** was incorporated on 18.12.2015 and is presently registered under the jurisdiction of Registrar of Companies, Karnataka and the registered office situated at 529-530, Amarjyoti Layout, Intermediate Ring Road, Domlur, Bangalore – 560071, Karnataka.

3. The company has filed a suo-motu adjudication application dated 13.09.2024 for non-compliance of sections 179(3) of the Act. This application has been filed by the company and its directors wherein it has been submitted that the company had appointed Ms. Rashmi Agarwal as a wholetime company secretary w.e.f. 31.10.2019 by passing a circular resolution instead of a resolution passed at a board meeting as per sections 179(3) of the Act.

4. As per section 179(3)(k) of the Act, the Board of Directors of a company shall exercise the powers on any other matter as prescribed on behalf of the company by means of resolutions passed at meetings of the Board. As per Rule 8(2) of Companies (Meetings of Board and its Powers) Rules, 2014, in addition to the powers specified under sub-section (3) of section 179 of the Act, the power to appoint or remove key managerial personnel (KMP) shall also be exercised by the Board of Directors only by means of resolutions passed at meetings of the Board.

5. As per section 450 of the Act, if a company or any officer of a company or any other person contravenes any of the provisions of this Act or the rules made thereunder, or any

condition, limitation or restriction subject to which any approval, sanction, consent, confirmation, recognition, direction or exemption in relation to any matter has been accorded, given or granted, and for which no penalty or punishment is provided elsewhere in this Act, the company and every officer of the company who is in default or such other person shall be liable to a penalty of ten thousand rupees, and in case of continuing contravention, with a further penalty of one thousand rupees for each day after the first during which the contravention continues, subject to a maximum of two lakh rupees in case of a company and fifty thousand rupees in case of an officer who is in default or any other person.

6. Pursuant to the initiation of adjudication proceedings on 13.09.2024, Notice of hearing was sent on 14.10.2024 and physical hearing was scheduled on 24.10.2024. It was attended by Mr. Biswajit Ghosh, practising company secretary and authorised representative of the company and its directors who made his submissions as mentioned in the adjudication application.

7. It is seen that the company is a startup company as mentioned in application and the criteria prescribed, the company falls under the definition of a "small company" as per the provisions of **section 2(85) of the Act**, and the provisions of imposing lesser penalty as per **section 446B of the Act** shall be applicable in this case. As per **section 446B of the Act**, notwithstanding anything contained in this Act, if penalty is payable for non-compliance of any of the provisions of this Act by a One Person Company, small company, start-up company or Producer Company, or by any of its officer in default, or any other person in respect of such company, then such company, its officer in default or any other person, as the case may be, shall be liable to a penalty which shall not be more than one-half of the penalty specified in such provisions subject to a maximum of two lakh rupees in case of a company and one lakh rupees in case of an officer who is in default or any other person, as the case may be.

8. Therefore, having considered the facts and circumstances of the case and the submissions made by the company / directors through their authorized representative, in view of the above violations, and in exercise of the powers vested under section 454(3) of the Companies Act 2013, I do hereby impose penalty in the following manner on the company and all the officers in default during the period of offence committed:

S. No.	Particulars of noticee	Penalty as per section 450 of the Act	Penalty imposed as per 446B of the Act
1.	Company	Rs. 10,000	Rs. 5,000
2.	Subramaniam Narayan Peruvumba	Rs. 10,000	Rs. 5,000
3.	Niraj Rajmohan	Rs. 10,000	Rs. 5,000

9. The company and its promoters / directors / key managerial personnel who are in default are hereby directed to pay the penalty amount as tabulated above, within 90 days from the date of receipt of this Order and file Form INC-28 attaching a copy of the Order and payment challans. In case of directors, such penalty amount is required to be paid out of their own funds. The noticee shall pay the said amount of penalty online by using the website [www.mca.gov.in](http://www.mca.gov.in) (Miscellaneous head) specifying the details of this Order and the noticee who is paying the penalty.

10. Appeal, if any, against this Order may be filed with the Regional Director (South East Region), Hyderabad within a period of 60 days from the date of receipt of this Order in Form ADJ setting forth the grounds of appeal and shall be accompanied by a certified copy of this Order.

11. Your attention is also invited to section 454(8) of the Companies Act, 2013 in case of non-compliance of this Order wherein necessary penal action will be initiated under 454(8)(i) and (ii) of the Companies Act, 2013 against the company and directors / key managerial personnel without further notice in the matter.

12. The company is required to serve a copy of this Order on the director(s)/ officer(s)-in-default mentioned above in terms of provisions of section 20 of the Companies Act, 2013.



(Sarjaj Sood)  
Registrar of Companies, Karnataka  
and Adjudicating Officer

To

1. ROC(B)/Adj.Ord.454-42&55/Ultraviolette/Co.No.084804/2024  
✓ Ultraviolette Automotive Private Limited  
529-530, Amarjyoti Layout, Intermediate Ring Road,  
Domlur, Bangalore – 560071, Karnataka.
2. ROC(B)/Adj.Ord.454-42&55/Ultraviolette/Co.No.084804/2024  
Subramaniam Narayan Peruvumba  
F3, Navnit Vaidurya, 2nd Main, 1st Cross,  
Sarvabhomanagar, IIM Bangalore, Bannerghatta Road,  
Bangalore South - 560076, Karnataka
3. ROC(B)/Adj.Ord.454-42&55/Ultraviolette/Co.No.084804/2024  
Niraj Rajmohan  
No. 699, 2<sup>nd</sup> Main, 5<sup>th</sup> Cross,  
Domlur Layout, Bangalore - 560071, Karnataka