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**MINISTRY OF  
CORPORATE  
AFFAIRS**  
GOVERNMENT OF INDIA

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कम्पनी पंजीयक का कार्यालय, तेलंगाना, हैदराबाद

OFFICE OF THE REGISTRAR OF COMPANIES, TELANGANA, HYDERABAD

दूसरी मंजिल, कॉर्पोरेट भवन, बंडलागुडा, नागोल, हैदराबाद – 500 068

2<sup>ND</sup> FLOOR, CORPORATE BHAWAN, BANDLAGUDA, NAGOLE, HYDERABAD –  
500 068

**F.NO.ROC/HYD/SAM AGRI VENTURES/ADJ/S.117/2024-25/1834 DATE: 12.11.2024**

**ADJUDICATION ORDER FOR VIOLATION UNDER SECTION 117(1) OF THE  
COMPANIES ACT, 2013 IN THE MATTER OF M/S SAM AGRI VENTURES  
LIMITED**

1. **Appointment of Adjudicating Officer: -**

The Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad. II, dated 24.03.2015 has appointed Registrar of Companies, Hyderabad as Adjudicating Officer in exercise of the powers conferred by section 454(1) of the Companies Act, 2013 (hereinafter referred as Act or Companies Act, 2013) r/w Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act.

2. **Company: -**

Whereas the company viz M/s SAM AGRI VENTURES LIMITED with CIN U01403TG2012PLC150842 (herein after referred as 'company' or 'subject company') is a registered company with this office under the Companies Act, 2013 having its registered office as per MCA21 Registry at 401, Vimbri Boulevard, Road No 04 & 06, Green Valley, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034. The financial & other details of the subject company as available on MCA-21 portal is stated as under:

S.No.	Particulars	Details as on F.Y. 2022-23
1.	Paid up Capital	Rs. 1,00,00,000 /-
2.	a. Turnover	Rs. 21,08,49,080 /-
	b. Net worth of the Company	Rs. 31,87,34,260 /-
3.	Whether it is a Holding Company	NO
4.	Whether it is a Subsidiary Company	NO
5.	Whether company registered under Section 8 of the Act?	NO
6.	Whether company is a small company?	NO
7.	Whether company registered under any other special Act?	NO

**3. Section and Penal Provision as per Companies Act, 2013**

Section 117. Resolutions and Agreements to be Filed: -

*(1) A copy of every resolution or any agreement, in respect of matters specified in sub-section (3) together with the explanatory statement under section 102, if any, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar within thirty days of the passing or making thereof in such manner and with such fees as may be prescribed*

*Provided that the copy of every resolution which has the effect of altering the articles and the copy of every agreement referred to in sub-section (3) shall be embodied in or annexed to every copy of the articles issued after passing of the resolution or making of the agreement.*

Section 117. Resolutions and Agreements to be Filed: -

*(2) If any company fails to file the resolution or the agreement under sub-section (1) before the expiry of the period specified therein, such company shall be liable to a penalty of ten thousand rupees and in case of continuing failure, with a further penalty of one hundred rupees for each day after the first during which such failure continues, subject to a maximum of two lakh rupees and every officer of the company who is in default*

*including liquidator of the company, if any, shall be liable to a penalty of ten thousand rupees and in case of continuing failure, with a further penalty of one hundred rupees for each day after the first during which such failure continues, subject to a maximum of fifty thousand rupees.*

4. **Facts of the Case:**

- a) The company has approved at its board meeting held on 31.07.2023 the scheme of Amalgamation between Sam Agri Ventures limited (Transferor Company) and Sam Agri Tech Limited (Transferee Company) and accordingly the company have to file the Form MGT-14 within 30 days from the date of the event i.e. 31.07.2023 under section 117 of the Companies Act, 2013 and rules. However, the company has filed the form MGT-14 vide SRN AA6425642 on 20.12.2023 in respect of the Board Resolution dated 31.07.2023, which is after the expiry of 30 days and caused default under section 117 of the Companies Act, 2013 and rules made thereunder.
- a) Registrar of Companies, Hyderabad has issued Show Cause Notice no. ROC/HYD/150842(Sam Agri Ventures)/SCN/117 &179 (3)/2024/2401 to 2403 dated 29.02.2024 to the company and its officers in default for the default in compliance of section 117 of the Companies Act, 2013.

5. **Reply of the Company and its Officers in default for Adjudication Notice issued:**

The company and its officers in default have submitted replies dated 19.03.2024 and adjudication application dated 30.05.2024 and clarification letter dated 23.08.2024. The Company and its officers in default have replied that the MGT-14 in respect of the Board Resolution dated 31.07.2023 under section 179(3) of the Companies Act, 2013 approving the Scheme of Amalgamation between Sam Agri Ventures Limited (Transferor Company) and Sam Agri Tech Limited (Transferee Company) and the rules made thereunder has been filed vide SRN-AA6425642 on 20.12.2023.

Further the company has taken all necessary steps to comply with the applicable provisions under the Companies Act, 2013 and served all the necessary required documents with respect to the Amalgamation to concerned authorities.

The company and its officers in default have filed the Adjudication Application dated 30.05.2024 and clarification letter dated 23.08.2024 and has prayed for: -

- i. That the Company and its officers have acted honestly and there was no malafide intensions, therefore, the Hon'ble Compounding/adjudicating Authority may kindly take a lenient view in the matter and impose minimum penalty accordingly.

6. **Adjudication Hearing and submission by Authorized Representative:**

This office has issued hearing notice vide letter no. ROC/HYD/150842(SAM AGRI VENTURES)/HEARING/2024/1018 – 1021 dated 05.08.2024 to the Authorized representative of Company and its Officers in default to appear before the Adjudicating officer on 08/08/2024. The Authorized representative Shri. Naresh Kumar Chanda, Practicing Company Secretary has appeared before the Adjudicating Officer and pleaded the case on behalf of Company and Directors and made oral submission for imposing lesser penalty.

7. **Order:**

Having considered the facts and circumstances of the case and after taking into account of the facts as stated above, it is observed that the company has passed Board Resolution dated 31.07.2023 for Approval of Scheme of Amalgamation between Sam Agri Ventures Ltd and Sam Agri Tech Ltd. As per provisions of section 117 of the Companies Act, 2013, the company has to file MGT-14 regarding the Board Resolution dated 31.07.2023 within 30 days, i.e, on or before 30.08.2023. However, the company has filed the MGT-14 vide SRN- AA6425642 dated 20.12.2023 and the same has been taken on record on the same day itself. Hence it is concluded that company and its officers in default are liable for penalty as

prescribed under Section 117(2) of the Act for violation of Section 117(1) of the Companies Act, 2013.

- (i) Accordingly, I am inclined to impose a penalty as prescribed under Section 117(2) of the Companies Act, 2013. The details of the penalty imposed on the company and officers in default are shown in the table below:

**For violation of section 117(1):**

S.No	Name of the Company	Penalty as per Companies Act, 2013.				
		Penalty for default (Rs.)	Period of Default	Calculation of Penalty for continuing default	Maximum Penalty (Rs.)	Final Penalty Imposed (Rs.)
1.	M/s. Sam Agri Ventures Limited	Rs.10,000	31.08.2023 to 19.12.2023 (111 days)	Rs. 100 * 111 days = Rs. 11,100/-	Rs.2,00,000/-	Rs.21,100/-
<b>Total Penalty</b>						Rs. 21,100/-
S.No	Name of Officer in Default	Penalty as per Companies Act, 2013.				
		Penalty for default (Rs.)	Period of Default	Calculation of Penalty	Maximum Penalty (Rs.)	Final Penalty Imposed (Rs.)
2.	Mr. PRIYATHAM VANKAYAL APATI (Whole time director)	Rs.10,000	31.08.2023 to 19.12.2023 (111 days)	Rs. 100 X 111 days = Rs. 11,100/-	Rs.50,000/-	Rs.21,100/-
3	Mr. KONDAPPA NAIDU GURAPPA	Rs.10,000	31.08.2023 to 19.12.2023 (111 days)	Rs. 100 X 111 days =	Rs.50,000/-	Rs.21,100/-

	VENKATRA MAPPA (Managing Director)			Rs. 11,100/-		
<b>Total Penalty</b>						Rs. 42,200/-
<b>Grand Total</b>						Rs. 63,300/-

Therefore, in view of the above said violation, in exercise of the powers vested with the undersigned under Section 454(1) & (3) of the Companies Act, 2013 the penalty imposed above on Company and its Officers in default as penalty amount for violation of Section 117(1) of the Companies Act, 2013.

8. The said amount of penalty shall be paid online by using the website [www.mca.gov.in](http://www.mca.gov.in)(Misc. head) within 90 days of receipt of this order and file form INC-28 attaching copy of order and payment challan. The penalty amount so imposed on officer on default shall be paid from his personal sources / Income.
9. Whereas Appeal against this order may be filed with the Regional Director (SER), Ministry of Corporate Affairs, 3<sup>rd</sup> Floor, Corporate Bhavan, Bandlaguda, Nagole, Hyderabad, Telangana, within a period of sixty days from the date of receipt of this order, in Form ADJ [available on Ministry website [www.mca.gov.in](http://www.mca.gov.in)) setting forth the grounds of appeal and shall be accompanied by a certified copy of this order. [Section 454(5) & 454(6) of the Act read with Companies (Adjudicating of Penalties) Rules, 2014].
10. Your attention is also invited to section 454(8) of the Act in the event of non-compliance of this order,
 

*"(8)(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."



परविंदर सिंह/ (PARVINDER SINGH, I.C.L.S)  
कम्पनी पंजीयक/ REGISTRAR OF COMPANIES  
तेलंगाना, हैदराबाद/ TELANGANA, HYDERABAD

Copy to:

F.NO.ROC/HYD/SAM AGRI VENTURES/ADJ/S.117/2024-25

1. M/s. SAM AGRI VENTURES LIMITED

CIN: U01403TG2012PLC150842

Registered office: 401, Vimbri Boulevard, Road No. 04 & 06,  
Green Valley, Banjara Hills, Hyderabad-500034, Telangana

F.NO.ROC/HYD/SAM AGRI VENTURES/ADJ/S.117/2024-25

2. Mr. Kondappa Naidu Gurappa (Managing Director)

S/o Venkataramappa Gurappa, R/o H.No. 8-2-120/45/3/4B/4A,  
Flat No.304, 3<sup>rd</sup> Floor, Jyothi Nest, Road No.2, Banjara Hills,  
Hyderabad-500034, Telangana, India.

F.NO.ROC/HYD/SAM AGRI VENTURES/ADJ/S.117/2024-25

3. Mr. Priyatham Vankayalapati (Whole Time Director)

S/o Mr. Reddappa Vankayalapati  
R/o. Plot No. 298/A, M.L.A. Colony, Road No.12, Banjara Hills,  
Hyderabad-500034, Telangana, India.

4. RD (SER), Corporate Bhavan, Hyderabad

5. MCA, New Delhi

6. Guard File