

F.No:9/08/ADJ/SEC.203/2013/KARNATAKA/RD(SER)/2023 /3329  
BEFORE THE REGIONAL DIRECTOR, SOUTH EAST REGION  
MINISTRY OF CORPORATE AFFAIRS, HYDERABAD  
IN THE MATTER OF COMPANIES ACT, 2013

**IN THE MATTER OF MENZIES AVIATION BOBBA (BANGALORE) PRIVATE LIMITED**

1. M/s. Menzies Aviation Bobba (Bangalore) Private Limited
2. Mr. Bobba Veerasamynathan, Managing Director

Appellants

Date of hearing : 18.07.2023  
Present : Mr. Abhishek Gupta, Advocate

**ORDER**

This is an appeal filed under section 454(5) of the Companies Act, 2013 by the above appellants in e-form ADJ vide SRN F61159653 dated 04.05.2023 against the adjudication order No. ROC(B)/Adj. Ord.454-203/Menzies Bobba/Co.No.39761/2023 dated 12.04.2023 under section 454 passed by the Registrar of Companies, Karnataka for default in compliance with the requirements of Section 203 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2. Registrar of Companies in his order of adjudication has stated that the company has failed to appoint Whole Time Company Secretary as specified in section 203(1) of the Companies Act, 2013 after cessation of the previous Company Secretary on 31.12.2019, the transferor company had a period of six months to fill up the vacancy i.e., by 30.06.2020. However, the company has failed to do so citing the reasons that there were no operations and the company had filed a scheme of amalgamation with its holding company which was eventually sanctioned on 30.06.2022 and it has been found that the reasons provided by the company are not tenable. Hence, there is a violation of section 203 of the Act from 01.07.2020 to 30.06.2022 i.e., a period of 730 days. Hearing was held before Registrar of Companies on 12.04.2023 and after hearing the authorized representative had levied a penalty of Rs.5.00 Lakhs each on the Company and Mr. Bobba Veerasamynathan, Managing Director (total aggregating to Rs.10.00 Lakhs).



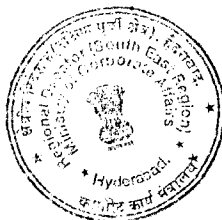
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3. An opportunity of being heard was given to the Appellants on 18.07.2023. The authorized representative Mr. Abhishek Gupta, Advocate appeared on behalf of the appellants and reiterated the submissions made in the appeal and also submitted that pursuant to Section 203 of the Companies Act, 2013 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 every private company which has a paid up capital of INR 10 Crore or more shall have a Whole-time Company Secretary. The company did not comply with the provisions of appointment of Company Secretary as there were no suitable candidates for this position as there were no operations in the Company and no candidate was ready to work for a company which is not a going concern. Further, the Company had also filed the scheme of Amalgamation for its proposed amalgamation with its holding company i.e., M/s. Menzies Aviation Bobba (Bangalore) Private Limited. Hence, the Company Secretary position was not filled for a period from July 01, 2020 to June 30, 2022. The scheme of Amalgamation was passed on 30.06.2022 vide order for Appellant Company and for Transferor Company and the Form INC-28 vide SRN F16474025 filed for the Company and Form INC 28 vide SRN F16473050 filed for Transferor Company with ROC, Bangalore and Hyderabad respectively. Accordingly, Transferor Company is no more in existence and thus the adjudication application is being filed by the Appellant Company which is M/s. Menzies Aviation Bobba (Bangalore) Private Limited and requested to reduce the quantum of penalty as levied by Registrar of Companies with regard to Company and Mr. Bobba Veerasamynathan, Managing Director.

4. Though there is a default committed, there is a ground in interfering with the impugned adjudication order of Registrar of Companies to the extent of reducing the quantum of penalty due to the following reasons:

(a) Company could not find a suitable candidate for the same as the Transferor Company was not having any business operations since April 01, 2019.

(b) The Transferor Company was in the process of amalgamation with its holding company M/s. Menzies Aviation Bobba (Bangalore) Private Limited and company

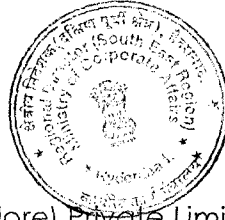


secretary of the holding company was handling all the secretarial work of the Transferor Company for a period from July 01, 2020 to June 30, 2022 for which position of company secretary was vacant.

Taking into consideration the facts of the appeal and submissions made by the authorized representative, since the company was not having any operations I deem it would meet the end of justice if the penalty imposed by Registrar of Companies is reduced for the Company to Rs.1,00,000/- and for Mr. Bobba Veerasamynathan to Rs.50,000/- (total aggregating to Rs.1,50,000/-). The appellants are directed to comply with this order and also provisions of Section 454(8) of the Companies Act, 2013 read with Companies (Adjudication of Penalties) Rules, 2014.

5. Accordingly, penalty was paid by the Company amounting to Rs.1,00,000/- and by Mr. Bobba Veerasamynathan to Rs.50,000/- (total aggregating to Rs.1,50,000/-) vide SRN's X48811483 and X49010713 dated 03.08.2023 & 05.08.2023 respectively. Accordingly, this order is issued to the Appellants with a copy to Registrar of Companies, Karnataka and Joint Secretary, E-Governance Cell, Ministry of Corporate Affairs, New Delhi for information and necessary action.

Issued under my hand and seal on this the 21<sup>st</sup> day of August 2023.



(DR. RAJ SINGH)  
REGIONAL DIRECTOR (SER)  
HYDERABAD

1. M/s. Menzies Aviation Bobba (Bangalore) Private Limited  
Cargo Terminal 1, Kempegowda International  
Airport, Bangalore, Karnataka -560300.
2. Mr. Bobba Veerasamynathan, Managing Director  
No.15/1, 15/2, 15/3, Kadambari Farm, MVIT  
College Road, Sonapanahalli Jal Hobli,  
Bangalore, Karnataka- 562157.
3. Registrar of Companies, Ministry of Corporate Affairs,  
Karnataka, Bangalore.
4. The Joint Secretary, E-Governance Cell, Ministry of Corporate Affairs, New Delhi.