

ADJUDICATION ORDER OF PENALTIES UNDER SECTION 454(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 3 OF COMPANIES (ADJUDICATION OF PENALTIES) RULES, 2014 IN THE MATTER OF NON-COMPLIANCE OF THE PROVISIONS OF SUB-SECTION (\$) OF SECTION 56 OF THE COMPANIES ACT, 2013 - in the matter of RASPBERRY | PI EDUCATIONAL SERVICES PRIVATE LIMITED (CIN V80903DL2021FTC377663)

1. Appointment of Adjudicating Officer:

Ministry of Corporate Affairs vide its Gazette Notification No. A-42011/112/2014-Ad II, dated 24.03.2015 appointed undersigned as Adjudicating Officer in exercise of the powers conferred by section 454(t) of the Companies Act, 2013 (herein after known as Act) r/w Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act. Accordingly, in exercise of their powers vested to the undersigned in terms of the Provisions of section 454(1) r/w section 454(3) of the Companies Act, 2013, the undersigned adjudicates penalties under section 56(6) of the Companies Act, 2013 for non-compliance of the provisions of section 56(4) of the Companies Act, 2013

2. Company:

Raspberry PI Educational services Private Limited (herein after known as 'company') is a registered compo of the Companies Act, 2013 (earlier Companies Act, 1956) having its registered office as per MCA21 Registry at address at C/o Perfect Accounting & Shared Services Private Limited, E-20, 1" & 2. Floor, Hauz Khas, New Delhi-110016.

3. Facts about the Case:

The company and its director(s) have suo-moto filed application vide dorm GNL-1 (SRN T59563023) for adjudication of penalty under the provisions of section 454 of the Act and rules thereunder and stated therein inter alia that: -

Pursuant to the provisions of section 56(4)(a) of the Act, the company Was required to receive Rs. 50,00000 as subscription money and thereafter issue and deliver equity shares to its subscribers to the Memorandum, of Association i.e. Raspberry Pi Foundation and Mr. Shashank Vira (nominee of Rasperry Pi Foundation) within a period of two months from the date of incorporation i.e. by 27.04.2021.

The company has received a remittance of Rs. 50,00,000 from its subscriber on 17.05.2021 in its bank account towards share capital contribution for subscription of equity shares of the company and the Board vide its resolution dated 18.05.2021 given its approval for issuance of share certificates to the subscribers to the Memorandum of Association and accordingly, share certificates were issued and delivered to the respective subscribers on 27.05.2021.

There was a delay in issuance of equity share certificates of about 30 days, which was beyond the statutory timeline of two months from the date of incorporation i.e. 27.02.2021, in the case of subscribers to the memorandum.

The default has been made good by issuance and delivering the share certificates to its subscribers on 27.05.2021

The non-compliance was neither wilful nor mala fide motive, beyond company's control and did not prejudice the interest of any person either member or creditor of the company. As such, the applicants have suo moto filed the present application for adjudication of penalty under the provisions section 454 of the Companies Act, 2013.

Hearing, reply of the company/representative and consideration of issue: -

The provisions of section 454(3) of the Act and rules made thereunder inter alia stipulate the manner for adjudging penalties for non-compliance of the relevant provisions of this Act. Accordingly, in the interest of natural justice, before imposing the penalty on the company, the officer who is in default, or any other person, as the case may be, a reasonable opportunity of being heard was given to them by issuing a Notice for Hearing under sub-section 4 of Section 454 the Act.

Shri Narendra Singhania, Partners of M/s. Narendra Singhania & Co., Chartered Accountants, attended the personal hearing on behalf of the applicants on 30.12.2021 and agreed upon the imposition of the penalty for this offence on the applicant(s)/officers in default.

Provisions of the Companies Act, 2013 provides:

Sub-section (4) of section 96 of the Act provides inter alia that every company shall, unless prohibited by provision of law or any order of Court, Tribunal or other authority, deliver the certificates of all securities allotted, transferred or transmitted within a period of two months from the date of incorporation, in the case of subscriptions to the memorandum.

Sub-section (6) of section 42 of the Act provides inter alia that where any default is made in complying with the provisions of sub-sections (1) to (5), the company and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees.

Order:

a. In exercise of the powers conferred on me vide Notification dated 24th March 2015 and having considered the facts and circumstances of the case besides oral Submissions made by the representative of applicant(s) at the time of hearing and after considering the factors mentioned in the relevant Rules, I do hereby impose penalty, as detailed below: -

Violation of section	Penalty imposed on company	Period of Offence	Penalty	Total Penalty (Rs.)
56(4)	Company	27.04.2021 to 27.05.2021	Rs. 50,000 on each applicant	50,000
56(4)	Me. John Wilfred Lazar, Director	27.04.2021 to 27.05.2021	Rs. 50,000 on each applicant	50,000
56(4)	Mr. Philp Albert Colligan, Director	27.04.2021 to 27.05.2021	Rs. 50,000 on each applicant	50,000
56(4)	Mr. Shashank Viro, Director	27.04.2021 to 27.05.2021	Rs. 50,000 on each applicant	50,000
Total				Rs. 2,00,000

b. I am of the opinion that penalty so imposed is commensurate with the aforesaid failure committed by the Noticee(s)/Applicant(s).

c. The Noticee(s)/Applicant(s) shall pay the penalty so imposed through Ministry of Corporate Affairs portal only.

d. Appeal against this order may be filed in writing with the Regional Director (Northern Region), Ministry of Corporate Affairs, 8-2, Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan, C60 Complex, New Delhi-110003, 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 a certified copy of this order, [Section

454 of the Act read with Companies (Adjudication of Penalties) Rules, 2014 as amended by Companies (Adjudication of Penalties) Amendment Rules, 2019).

e. Your attention is also invited to section 454(8) of the Act regarding consequences of non-payment of penalty within the prescribed time limit.

f. In terms of the provisions of sub-rule (9) of Rule 3 of Companies (Adjudication of Penalties) Rules, 2014 as amended by Companies (Adjudication of Penalties) Amendment Rules, 2019, copy of this order is being sent to all the applicants and also to Office of the Regional Director (Northern Region), Ministry of Corporate Affairs at New Delhi.

Place: New Delhi

Dated: 19/01/2022

(SANTOSH KUMAR)
(ADJUDICATION OFFICER)
Registrar of Companies,
NCT of Delhi & Haryana

To,

1, Raspberry PI Educational Services Private Limited, C/o Perfect Accounting & Shared Services Private Limited, E-20, 1st & 2nd Floor, Hauz Khas, New Delhi-110016. (By Registered Post and at the e-mail address of the company with the request to serve a copy or order on all the directors of the company).

2. Mr. John Wilfred Lazar, Director C/o Perfect Accounting & Shared Services Private Limited, E-20, 1st & 2nd Floor, Hauz Khas, New Delhi-110016.

3. Mr. Philip Albert Colligan, Director C/o Perfect Accounting & Shared Services Private Limited, E-20, 1st & 2nd Floor, Hauz Khas, New Delhi-110016.

4. Mr. Shashank Vira, Director R/o House No.9, Anand Lok, Andrews Ganj New Delhi- 110049.

Copy for information and records to:

a. Joint Director, Legal, Ministry of Corporate Affairs, in compliance to Rule 3(9) of Companies (Adjudication of Penalties) Rules, 2014.

b. Office copy.

c. E-mail to content Manager for publication on Ministry's website with a copy to Regional Director (Northern Region) at New Delhi.