



**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

ROC Chennai

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Order ID: PO/ADJ/03-2026/CN/01709

Dated: 05/03/2026

**ORDER FOR ADJUDICATION OF PENALTY UNDER SECTION 454 OF THE COMPANIES ACT, 2013 ('THE ACT') FOR VIOLATION OF SECTION 450 OF THE COMPANIES ACT, 2013.**

**A. Appointment of Adjudicating Officer:**

Ministry of Corporate Affairs vide its Gazette notification number S.O. 831(E) dated 24/03/2015 appointed undersigned as Adjudicating Officer in exercise of the powers conferred by section 454 of the Companies Act, 2013 [herein after known as Act] read with Companies (Adjudication of Penalties) Rules, 2014 for adjudging penalties under the provisions of this Act.

**B. Company details:**

In the matter relating to SWEET KARAM COFFEE INDIA PRIVATE LIMITED [herein after known as Company] bearing CIN U15549TN2022PTC156684, is a company registered with this office under the Provisions of the Companies Act, 2013/1956 having its registered office situated at FIRST FLOOR, PLOT NOS. T.S.130 (NORTHERN SIDE PART), T.S.131 AND T.S.132, THIRU-VI-KA, SIDCO INDUSTRIAL ESTATE, EKKATTUTHANGAL, GUINDY GUINDY INDUSTRIAL ESTATE CHENNAI CITY CORPORATION CHENNAI TAMIL NADU INDIA 600032

**Individual details:**

In the matter relating to PARTHIBAN NALINI [herein after known as individual] having DIN 09794335 and having its address at 26/24, AZEEZ NAGAR, 1ST STREET, KODAMBAKKAM CHENNAI CITY CORPORATION CHENNAI TAMIL NADU INDIA 600024



### C. Provisions 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]

### D. Facts about the case:

1. Default committed by the officers in default/noticee - The Company M/s. Sweet Karam Coffee India Private Limited and its directors have filed the GNL-1 e-form and have also submitted a physical Suo-moto adjudication application under Section 454 of the Companies Act, 2013 for the Violation of the Rule 14(8) of Companies (Prospectus and Allotment of Securities) Rules, 2014, which read as follows;

14 Private placement.

(8) A company shall issue private placement offer cum application letter only after the relevant special resolution or Board resolution has been filed in the Registry: Provided that private companies shall file with the Registry copy of the Board resolution or special resolution with respect to approval under clause (c) of subsection (3) of section 179]

The Applicant submitted that during the Financial Year 2023-24, the shareholders of the Company passed a special resolution for issuance of 24,706 Equity shares to Rajagopalan Raghavan on 13.04.2023, through Private Placement Basis. The Company has circulated the first letter of offer with respect to 2,058 Equity shares in Form PAS-4 on 13.04.2023. However, the special resolution passed by the shareholders was filed with the Registrar of Companies in e-Form MGT-14 vide SRN: AA2193750 only on 02.05.2023. It is observed that the Company has circulated the letter of offer to the Investor before filing the resolution with the Registrar of Companies in e-Form MGT-14.

Hence, the Company has violated the Rule 14(8) of Companies (Prospectus and Allotment of Securities) Rules, 2014. Therefore, the Company, its officers in default are liable for action under Section 450 of the Companies Act, 2013.

2. The Adjudicating Authority had issued notice for e-Adjudication vide SCN/ADJ/12-2025/CN/03239 for defaults under Section 39(5) of the Companies Act, 2013 on 31.12.2025. The Company vide letter dated 12.01.2026 submitted that the default occurred inadvertently and without any wilful or mala fide intent to contravene the provisions of the Act and further requested to take a lenient view of the matter. Further, the Adjudicating authority had issued notice on 11.02.2026 for e-hearing scheduled on 19.02.2026. M/s. M Alagar & Associates, Practising Company Secretary, Chennai, attended the e-hearing scheduled on 19.02.2026 and made submissions that the violation may be adjudicated by imposing lesser penalty. Further, the Company vide mail dated 19.02.2026 submitted e-Form GNL-3 for Ms. Nalini Parthiban and Mr. T P Anand Bharadwaj (Vide SRN: AA7784505 dated 03.05.2024 and AA7799309 dated 04.05.2024 respectively) designating them as Officer in default of the Company.

### E. Order:

1. Upon perusal of the Adjudication Application filed by the Company, it is noticed that, during the Financial Year 2023-24, the shareholders of the Company passed a special resolution for issuance of 24,706 Equity shares to Rajagopalan Raghavan on 13.04.2023, through Private Placement Basis. The Company has circulated the first letter of offer with respect to 2,058 Equity shares in Form PAS-4 on 13.04.2023. However, the special resolution passed by the shareholders was filed with the Registrar of Companies in e-Form MGT-14 only on 02.05.2023. It is noticed that the Company has circulated the letter of offer to the Investor before filing the resolution with the Registrar of Companies in e-Form MGT-14.

In view of the above, it is evident that the Company has violated the Rule 14(8) of Companies (Prospectus and Allotment of Securities) Rules, 2014. Therefore, the Company and its Whole-Time Directors are liable for penalty under Section 450 of the Companies Act, 2013.

2. The details of penalty imposed on the company, officers in default and others are shown in the table below:



(A)	Name of person on whom penalty imposed (B)	Rectification of Default required (C)	Penalty Amount (D)	Additional Penalty (E) (*Per day of continuing default i.e. date of rectification of default less order issue date)	Maximum limit for Penalty (F)
1	SWEET KARAM COFFEE INDIA PRIVATE LIMITED having CIN as U15549TN2022P TC156684		10000	0	200000
2	PARTHIBAN NALINI having DIN as 09794335		10000	0	50000

3. The notified officers in default/noticee shall rectify the default mentioned above and pay the penalty, so applicable within 90 days of receipt of the order.

4. The notified officers in default/noticee shall pay the penalty amount via 'e-Adjudication' facility which can be accessed through the respective login IDs on the website of Ministry of Corporate Affairs and upload the copy of paid challan / SRN of e-filing (if applicable) on the 'e-Adjudication' portal itself. It is also directed that the penalty so imposed upon the officers in default shall be paid from their personal sources/income.

5. Appeal against this order may be filed in writing with the Regional Director, RD Chennai within a period of sixty days from the date of receipt of this order, in Form ADJ setting for 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 (Adjudication of Penalties) Rules, 2014].

6. For penal consequences of non-payment of penalty within the prescribed time limit, please refer Section 454(8) of the Companies Act, 2013.



**B SRIKUMAR,  
Registrar of Companies  
ROC Chennai**

To,

1. SWEET KARAM COFFEE INDIA PRIVATE LIMITED, FIRST FLOOR, PLOT NOS. T.S.130 (NORTHERN SIDE PART), T.S.131 AND T.S.132, THIRU-VI-KA, SIDCO INDUSTRIAL ESTATE, EKKATTUTHANGAL, GUINDY CHENNAI CITY CORPORATION CHENNAI TAMIL NADU INDIA 600032, [srivatsan@sweetkaramcoffee.in](mailto:srivatsan@sweetkaramcoffee.in)

2. PARTHIBAN NALINI, 26/24, AZEEZ NAGAR, 1ST STREET, KODAMBAKKAM CHENNAI CITY CORPORATION CHENNAI TAMIL NADU INDIA 600024, [nalini@sweetkaramcoffee.in](mailto:nalini@sweetkaramcoffee.in)

