



In the  
**Reserve Bank of India**  
10/3/8, Nrupathunga Road  
Bengaluru-560001

Present

**Shri P J Thomas**  
**Regional Director, Karnataka and**  
**Chief General Manager, Bengaluru**

Date: January 29, 2019  
**C.A. BGL 343/2018**

In the matter of

**M/s UNBXD Software Private Limited**  
L-377, 1<sup>st</sup> Floor, 5<sup>th</sup> Main, 6<sup>th</sup> Sector, Hosur  
Sarjapur Road, HSR Layout, (Agara)  
Bengaluru - 560102  
**(Applicant)**

In exercise of the powers under Section 15 (1) of the Foreign Exchange Management Act, 1999, and the Regulations/Rules/Notifications/Orders framed there under, I pass the following

#### **Order**

The applicant has filed a compounding application dated October 30, 2018, received at the office of Reserve Bank of India, Bengaluru, on November 16, 2018, for compounding of contraventions of the provisions of the Foreign Exchange Management Act, 1999, (the FEMA) and the Regulations issued there under. The contraventions sought to be compounded are, (i) delay in reporting receipt of foreign inward remittances towards subscription to equity, and (ii) delay in submission of Form FC-GPRs to the Reserve Bank, after issue of shares to a person resident outside India, in terms of Paragraphs 9(1)(A) and 9(1)(B), respectively, of Schedule I to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, notified vide Notification No. FEMA 20/2000-RB dated May 03, 2000, and as amended from time to time (hereinafter referred to as Notification No. FEMA 20/2000-RB).



2. The relevant facts of the case are as follows: The applicant, M/s UNBXD Software Private Limited, was incorporated on October 04, 2011, under the Companies Act, 2013, as per the Certificate of Incorporation issued by the Registrar of Companies, Karnataka. The Company is engaged in the business of providing platform for e-commerce product discovery and recommendation, providing search, navigation, merchandising and analytics capabilities to e-commerce companies. The applicant had received funds towards share application money from the foreign investors, namely, Mr. Sadeesh Raghavan, Singapore, Ms. Zarina Yar Khan, Dubai, M/s IDG Ventures India Fund II LLC, Mauritius, M/s Inventus Capital Partners Funds II, Limited, Mauritius, M/s Singapore Angel Network Pte Limited, Singapore, M/s LLC Swades Capital, USA, Mr. Murali Vasan Sundaralingam, Canada, M/s FIL capital Investments (Mauritius) II Limited, Mauritius, and M/s Nirvana Digital Investment Holding Limited, Mauritius, as shown below:

**Table -1**

<b>Sr. No.</b>	<b>Date of Receipt</b>	<b>Total Amount (INR)</b>	<b>Date of Reporting to RBI / AD Bank</b>
1	13-04-2012	2,45,215.56	24-08-2012
2	28-04-2012	2,38,971.00	05-09-2012
3	30-09-2013	6,00,51,028.00	29-10-2013
4	01-10-2013	6,00,51,028.00	29-10-2013
5	19-01-2016	1,20,00,003.88	17-02-2016
6	16-03-2016	2,28,66,506.82	20-04-2016
7	27-04-2016	3,57,363.00	08-06-2016
8	03-05-2016	3,57,621.07	25-08-2016
9	02-08-2016	3,57,363.00	01-10-2016
10	15-06-2017	51,72,00,422.76	13-07-2017
11	09-06-2017	9,99,31,954.59	08-03-2018
12	14-06-2017	5,29,64,310.15	03-07-2017
13	14-06-2017	5,04,23,350.14	08-03-2018
		<b>87,70,45,137.97</b>	



The applicant reported receipt of remittances to the Reserve Bank / Authorized Dealer Bank, with a delay ranging from five days to seven months and twenty seven days, beyond the stipulated time of 30 days in respect of the remittances indicated at serial numbers 1, 2, 6 to 9, 11 and 13, in the Table 1 above. Whereas, in terms of Paragraph 9(1)(A) of Schedule I to Notification No. FEMA 20/2000-RB, an Indian company issuing shares or convertible debentures in accordance with these Regulations should report to the Reserve Bank of India, as per the prescribed procedure, not later than 30 days, from the date of receipt of the amount of consideration.

3. The company allotted shares and filed Form FC-GPRs with Reserve Bank/AD Bank as indicated below:

**Table-2**

Sl. No.	Date of Allotment	Number of equity shares/CCDS allotted	Amount (INR)	Date of reporting to RBI/AD Bank
1	30-04-2012	1198 Equity	4,78,002.00	15-09-2012
2	01-10-2013	142 Equity & 101104 CCPS	12,01,02,055.04	05-11-2013
3	01-03-2016	10116 CCPS	1,20,00,003.84	18-04-2016
4	29-03-2016	10 Equity & 9716 CCPS	2,28,66,506.82	26-04-2016
5	24-06-2016	304 CCPS	7,14,725.28	20-09-2016
6	16-09-2016	152 CCPS	3,57,362.64	12-10-2016
7	16-06-2017	100 Equity & 106485 CCPS	57,01,64,733.15	15-07-2017
8	16-06-2017	28107 CCPS	15,03,55,304.73	19-03-2018
	<b>Total</b>		<b>87,70,38,693.50</b>	

The applicant filed Form FC-GPRs, on allotment of shares, with the Bengaluru Regional Office of the Reserve Bank of India / Authorized Dealer Bank, with a delay ranging from five days to eight months and three days, beyond the prescribed period of 30 days, in respect of the allotments as indicated at serial numbers 1, 2, 3, 5 and 8, in the Table - 2 above. Whereas, in terms of Paragraph 9(1)(B) of Schedule I to Notification No.FEMA 20/2000-RB dated May 3, 2000,



an Indian company issuing shares in accordance with these Regulations, has to submit to Reserve Bank of India, a report in Form FC-GPR, along with documents prescribed therein, within 30 days from the date of issue of shares to persons resident outside India.

4. The applicant was given an opportunity for personal hearing, vide Reserve Bank's letter FE.BG.FID (CEFA) No. 2481/22.08.267/2018-19 dated January 25, 2019, for further submission in person and/or producing documents, if any, in support of the application. The applicant's authorized representatives, Mr. Gaurav Bhauwala, Director (M/s Ernst & Young LLP), Mr. Tejas Venkataramani, Senior Consultant, and Mr. Sujay J S, Manager, who appeared for the personal hearing on January 29, 2019, admitted the contraventions as stated in paragraphs 2 and 3 above, committed by the applicant, for which compounding has been sought. The representatives of the applicant requested that as the contraventions were not intentional or with a malafide intention, and was mainly due to inadvertence, a lenient view may be taken in disposal of the application. The application for compounding is, therefore, being considered on the basis of the averments made in the application, as well as other documents and submissions made in this context, by the applicant during personal hearing and thereafter.

5. I have given my careful consideration to the documents on record and submission made by the applicant during the personal hearing. Accordingly, I hold that the applicant has contravened the following FEMA provisions issued in terms of:

(a) Paragraph 9(1)(A) of Schedule I to Notification No. FEMA 20/2000-RB, due to delay in reporting of foreign inward remittances, received towards subscription to equity as detailed in paragraph 2 above. The contravention relates to an amount of ₹17,47,78,345.18, and the period of delay ranges from five days to seven months and twenty seven days; and

(b) Paragraph 9(1)(B) of Schedule I to Notification No. FEMA 20/2000-RB, due to delay in submission of Form FC-GPR to the Reserve Bank, after issue



of shares to persons resident outside India as detailed in paragraph 3 above. The contravention relates to an amount of ₹28,36,50,090.89, and the period of delay ranges from five days to eight months and three days.

6. It has been declared in the compounding application dated October 30, 2018, that the particulars given by the applicant in the application are true and correct to the best of their knowledge and belief. It has been declared in the undertaking, furnished with the compounding application that the applicant was not under any enquiry/investigation/adjudication by any agency as on the date of the application and has, in this regard, not informed of initiation of any such enquiry/investigation/adjudication proceedings against it thereafter. It has further been declared that the applicant has not filed any appeal under Section 17 or Section 19 of FEMA, 1999. Accordingly, the above contraventions which are being compounded in this order are subject to the veracity of the above declarations made by the applicant, and this order is without prejudice to any other action which may be taken by any authority under the extant laws if the said declarations are subsequently discovered to be false and/or incorrect.

7. In terms of Section 13 of the FEMA, any person contravening any provision of the Act, shall be liable to a penalty up to thrice the sum involved, in such contravention upon adjudication. However, taking into account the relevant facts and circumstances of the case as stated in the foregoing paragraphs, I am persuaded to take a lenient view on the amount for which the contraventions are to be compounded and I consider that an amount of ₹1,79,570.00 (**Rupees One Lakh Seventy Nine Thousand Five Hundred and Seventy only**), will meet the ends of justice.

8. Accordingly, I compound the admitted contraventions namely, contraventions of Paragraphs 9(1)(A) and 9(1)(B) of Schedule I to Notification No. FEMA 20/2000-RB, by the applicant, based on the facts discussed above, in terms of the Foreign Exchange (Compounding Proceedings) Rules, 2000, on payment of an amount of ₹1,79,570.00 (**Rupees One Lakh Seventy Nine Thousand Five Hundred and Seventy only**), which shall be deposited by the applicant with the



Reserve Bank of India, Foreign Exchange Department, 2<sup>nd</sup> Floor, 10/3/8, Nrupathunga Road, Bengaluru – 560001, by a demand draft drawn in favour of the “Reserve Bank of India” and payable at Bengaluru, within a period of 15 days, from the date of this order. In case of failure to deposit the compounded amount within the above mentioned period, Rule 10 of the Foreign Exchange (Compounding Proceedings) Rules, 2000 dated May 3, 2000, shall apply.

The application is disposed of accordingly.

Dated this, the Twenty Ninth day of January, 2019.

**Sd/-**

**(P J Thomas)**  
**Regional Director, Karnataka and**  
**Chief General Manager, Bengaluru**