



In the

**Reserve Bank of India**  
Foreign Exchange Department  
Fort Glacis, No.16, Rajaji Salai  
Chennai 600 001

Present

**B Sarangi**  
**Deputy General Manager**

Date : August 04, 2017  
**C.A.679/2017**

In the matter of

**M/s.TPF Software India Pvt Ltd.**  
Unit 1, 2<sup>nd</sup> Floor, Block C, Tek Meadows Campus,  
No.51, Rajiv Gandhi Salai, Sholinganallur,  
Chennai-600 119

**(Applicant)**

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

### **Order**

The applicant has filed a compounding application dated June 06, 2017 (received at Reserve Bank on June 07, 2017) 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 of



M/s. TPF Software India Pvt Ltd. – C.A.679/2017

inflow of funds received from a person resident outside India for allotment of shares, and (ii) delay in submission of Form FC-GPR on allotment of shares with Reserve Bank, in terms of Paragraph 9 (1) A and Paragraph 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 3, 2000.

2. The relevant facts of the case are as follows: The applicant company was incorporated on February 18, 2005 under the provisions of the Companies Act, 1956 (Registration No. U72200TN2005PTC055436) and is engaged in business of Providing software support and maintenance to the clients. The applicant received foreign inward remittances from (i) Mr. Thirumal Thirupuvanam, USA ii) Mr. Liuz Felipe Maia, USA towards subscription to equity shares and reported the same to the Reserve Bank as below:

Sl. No.	Amount of Inward Remittance in Rs.	Date of receipt	Reported to RBI on
1	10,74,500.00	20.05.2005	29.04.2016
2	10,75,250.00	19.07.2005	29.04.2016
3	2,17,800.00	28.09.2005	29.04.2016
4	32,450.00*	09.11.2005	29.04.2016

The applicant reported receipt of remittances to the Reserve Bank on dates indicated above with delay ranging from 10 years four month 20 days to 10 years 10 months nine days approximately beyond the prescribed period of 30 days in respect of remittances. 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 equity shares and filed FC-GPRs as indicated below:

Sl. No	No. of shares allotted	Face Value (in Rs.)	Amount (INR)	Date of allotment of shares	Reported to RBI on
1	24000	100	24,00,000	19.07.2006	29.04.2016



The applicant filed form FC-GPRs as indicated above with delay of nine years eight months 10 days approximately beyond the prescribed limit in respect of the allotment. Whereas in terms of paragraph 9 (1) B of Schedule I to Notification No. FEMA 20/2000-RB, an Indian company issuing shares in accordance with these Regulations has to submit to Reserve Bank a report in Form FC-GPR along with documents prescribed therein within 30 days from the date of issue of shares to person resident outside India.

4. The applicant was given an opportunity for personal hearing vide Reserve Bank's mail dated August 02, 2017 for further submission in person and/or producing documents, if any, in support of the application. The applicant appeared for the personal hearing on August 04, 2017 during which Shri Muruga Manickam, Managing Director of the company and Shri M Rathinakumar, Practising Company Secretary represented the applicant. The authorized representatives of the applicant admitted the contraventions as stated in para 2 and 3 above committed by the applicant for which compounding has been sought. During the personal hearing, it was submitted that the delays were unintentional. In view of the above, they requested to take a lenient view in the matter. 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 the personal hearing.

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 1 to Notification No. FEMA 20/2000-RB due to delay in reporting of receipt of inward remittances towards subscription of equity shares as detailed in paragraph 2 above. The contravention relates to an amount of ₹ 24,00,000/- with the duration of contravention ranging from 10 years four month 20 days to 10 years 10 months nine days approximately; and



M/s. TPF Software India Pvt Ltd. – C.A.679/2017

**(b)** Paragraph 9 (1) B of Schedule 1 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 and the contravention relates to an amount of ₹ 24,00,000/- with the duration of contravention being nine years eight months 10 days approximately.

**6.** 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 ₹ **1,19,550/-** (Rupees one lakh nineteen thousand five hundred and fifty only) will meet the ends of justice.

**7.** Accordingly, I compound the admitted contraventions namely, the contraventions of paragraphs 9 (1) A and 9 (1) B of Schedule 1 to Notification No. FEMA 20/2000-RB, by the applicant on the facts discussed above in terms of the Foreign Exchange (Compounding Proceedings) Rules, 2000 on payment of an amount of ₹ **1,19,550/-** (Rupees one lakh nineteen thousand five hundred and fifty only) which shall be deposited by the applicant with the Reserve Bank of India, Foreign Exchange Department, Fort Glacis, No.16, Rajaji Salai, Chennai - 600 001 by a demand draft drawn in favour of the "Reserve Bank of India" and payable at Chennai 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 Fourth day of August, 2017.



M/s. TPF Software India Pvt Ltd. – C.A.679/2017

**Sd/-**

**B Sarangi**  
**Deputy General Manager**