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शिघ्र डाक सेवा  
SPEED POST

BEFORE THE REGIONAL DIRECTOR, WESTERN REGION  
MINISTRY OF CORPORATE AFFAIRS, MUMBAI

प्रादेशिक निदेशक, पश्चिम क्षेत्र, कारपोरेट कार्य मंत्रालय, मुंबई के समक्ष

सं. - प्रादे. निदे. (प.क्षे.)/454(5)/Sallee Tradefin/12/AB2576251/2024-25/3195

27 MAY 2025

APPEAL UNDER 454(5) OF COMPANIES ACT, 2013 AGAINST ORDER  
PASSED FOR OFFENCES COMMITTED UNDER SECTION 12 OF THE  
COMPANIES ACT, 2013.

In the matter of SALLEE TRADEFIN LIMITED & ORS

1. Sallee Tradefin Limited.
2. Manoj Singrodia
3. Santosh Manoj Singrodia
4. Usha Goyal



- Company
- Director
- Director
- Director

... Appellants

Through: Dhiraj Gupta, Nikhil Jajodia & Jay Bhatt, Practicing Company  
Secretaries and Authorized Representatives of the Appellants.

### ORDER

Appeal under sub-Section (5) of Section 454 of the Companies Act, 2013 (**Act**) r/w the Companies (Adjudication of Penalties) Rules, 2014 (**Rules**) have been filed by 'Sallee Tradefin Limited' (**Company**) having CIN U30000MH1996PLC100621 and, its Officers/Director, against Order No. ROC(M)/SALLEE/ADJ-ORDER/2939 dated 04/12/2024 (**ROC Order**) of Registrar of Companies, Mumbai for violating provisions of Section 12 of the Act.

2. The appeal lies within the jurisdiction of the Regional Director, Western Region, Ministry of Corporate Affairs, Government of India.
3. The punishment for contravention of section 12 is prescribed under section 12(8) of the Companies Act, 2013 which states that -

"If any default is made in complying with the requirements of this Section, the company and every officer who is in default shall be liable to a penalty of one thousand rupees for every day during which the default continues but not exceeding one lakh rupees."

*Handwritten signature*



4. The Registrar of Companies, Mumbai (RoC Mumbai) vide Adjudication Order dated 04/12/2024 held the Company and its Officers/Directors, who have defaulted liable for penalty under Section 12(8) of the Act from 14/11/2019 to 15/01/2021 (date of order sent by the Regional Director till date of issue of show cause notice) for not maintaining the registered office at the then given address of registered office to the Ministry of Corporate Affairs as under:

No. of days default	Penalty imposed on Company / KMP	Default continues penalty (in Rs.)	Total penalty (In Rs.)	Maximum penalty payable (In Rs.)
428 days	Sallee Tradefin Limited	428X1000 = 4,28,000/-	4,28,000/-	1,00,000/-
	Manoj Singrodia	428X1000 = 4,28,000/-	4,28,000/-	1,00,000/-
	Santosh Manoj Singrodia	428X1000 = 4,28,000/-	4,28,000/-	1,00,000/-
	Usha Goyal	428X1000 = 4,28,000/-	4,28,000/-	1,00,000/-
TOTAL			24,88,000/-	4,00,000/-

**TOTAL PENALTY PAYABLE: Rs.4,00,000/-**

5. Appellants have filed Form-ADJ vide SRN AB2576251 dt. 31/01/2025. As per provisions of sub-Section (6) of Section 454, every appeal under sub-section (5) shall be filed within sixty (60) days from the date on which the copy of the order made by the adjudicating officer is received by the aggrieved person. On examination of the application/appeal, it is seen that the said application/appeal has been filed within 60 days from the date of passing of the adjudication order.

6. Grounds of Appeal & Relief sought:

- The non-deliver of the conversion order issued on 14/11/2019 was not due to negligence or failure on the part of the company but was caused by uncontrollable circumstances, including an absence of the company's representatives at the registered office due to operational reasons at that time.
- The registered office of the company was closed on 12/11/2020 due to the nationwide COVID-19 lockdown. Hence, the company could not attend to the physical verification or respond promptly to any official communication, including the show cause notice.
- The show cause notice issued on 15/01/2021 could not be received by the company in a timely manner, as postal services and access to the office were severely disrupted due to COVID-19 lockdown. The company's registered office was closed and the notice did not reach the company representatives during this period of restricted operations.
- The company did not receive the Regional Director's order for the conversion of the company into a private company. However, due to pandemic and other operational constraints, the company was unable to file Form INC-28 in a timely manner. Consequently, the company is still reflected as a public company in the official records, though it is a small private company as per the conversion order.





- e. Set aside the direction to initiate action under Section 12 of the Act and waive the total penalty of Rs.4 Lakhs considering the exceptional circumstances caused by the COVID-19 pandemic.
- f. Grant the company an extension of time to complete the filing of INC-28 and other necessary compliance steps to update its records and reflect its status as a private company.
- g. Consider the company's commitment to compliance, the uncontrollable circumstances of the pandemic and the fact that the registered office was never shifted in adjudicating the matter under Section 454 of the Act.

7. The matter was posted for hearing as per Section 454(5) r/w Section 454(7) of the Act on 03/04/2025. Dhiraj Gupta, Nikhil Jajodia & Jay Bhatt, Practicing Company Secretaries appeared on behalf of the Appellants as their authorized representatives. The Authorized Representatives stated that Adjudication Order and the Conversion Order were not received on the registered office as the office was closed due to COVID-19.

8. Assistant Registrar of Companies, Mumbai vide further Report dt.01/04/2025 has stated that -

- a. The averments made in the appeal are denied in toto unless specifically admitted and any issues which have not been specifically dealt with may not be deemed to be admitted due to lack of traverse.
- b. The company has failed to maintain its registered office and same is clear from the fact that the following communications sent by his office to the company have returned undelivered:
  - i) The Order dt.15/11/2019 of the Regional Director passed under Section 14 of the Act for conversion of Public Company to Private Company has been returned with the postal remark 'Left'.
  - ii) The show cause notice under Section 454 for violation of Section 12 of the Act dt.15/01/2021 have been returned (by their own admission).
  - iii) The penalty order issued to the company vide letter ddt.04/12/2024 was returned undelivered with the postal remark 'Left'.
- c. As per the instructions given by the Regional Director vide letter dt.10/02/2020, the spot inspection was conducted on 12/11/2020 which revealed that the company is not maintaining its registered office address.
- d. The conversion order dt.15/11/2019 that was returned with the remark 'Left' was sent prior to lockdown period. Similarly, there was no lockdown on the date of spot inspection i.e. 12/11/2020.
- e. Appellant has not produced even an iota of evidence to the effect that the company was maintaining its registered office at the said premises which was capable of receiving communications at all times.

Thus, in the absence of such proof, the plea of appellant is not maintainable.

9. In view thereof, it is concluded that there is no inherent defect in the Adjudication Order dt. 04/12/2024 and the same is in accordance with the provisions of the Act.





10. Taking into consideration the Adjudication Order of the Registrar of Companies, Mumbai; submissions made by the Appellants in their application as well as oral submissions of authorized representative during the hearing; further letter of RoC, Mumbai dt. 01/04/2025; it can be clearly inferred that company is not maintaining the registered office at the address submitted to the Registrar and hence, company has violated the provisions of Section 12 of the Companies Act, 2013 and accordingly, the Adjudication Order dated 04/12/2024 passed by ROC, Mumbai is 'CONFIRMED' under Section 454(7) of the Act.

11. In view of the above, the present appeal is dismissed with directions to the appellants to pay penalty imposed by the Registrar of Companies, Mumbai vide Adjudication Order dt. 04/12/2024 within 90 days, failing which, Registrar of Companies, Mumbai, is directed to file prosecution under Section 454(8) of the Act.

12. The appellants are directed to submit proof of payment of penalty (challan) imposed upon them to the Office of Registrar of Companies, Mumbai, for their record and for further necessary action.

A copy of this order shall be published on the website of the Ministry of Corporate Affairs as per Rules.

Signed and sealed on 27<sup>th</sup> day of May 2025.



(SANTOSH KUMAR)  
REGIONAL DIRECTOR  
WESTERN REGION, MUMBAI



To,

1. Sallee Tradefin Limited,  
201, Rajeshri Accord, Telly Gully, X Lane,  
S N Road, Andheri (E), Mumbai,  
Mumbai City, Maharashtra 400069, India.
2. Manoj Singrodia,  
D- 602, Mayfair Meridian, Ceaser Road, Amboli,  
Andheri West, Mumbai 400058, Maharashtra, India.
3. Santosh Manoj Singrodia,  
D- 602, Mayfair Meridian, Ceaser Road, Amboli,  
Andheri West, Mumbai 400058, Maharashtra, India.
4. Usha Goyal,  
731, Akshay Giri Kunj-3, Paliram Road,  
Behind BMC Office, Andheri West,  
Mumbai 400058, Maharashtra, India.

5. Registrar of Companies, Mumbai.

6. E-Gov Cell, Ministry of Corporate Affairs, New Delhi.

7. Master Copy.

8. Office Copy.

**"Certified True Copy"**



**(TUSHAR WAGH, ICLS)  
DEPUTY DIRECTOR**