

EM-108239559



शिव शक्ति
SPEED POST

62

ESN cell
17A/1

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)/ Truthhigh Fintech (Keval Shah) /92/AB2569137/2024-25/



30 APR 2025

APPEAL UNDER SECTION 454(5) OF COMPANIES ACT, 2013 AGAINST
ORDER PASSED FOR OFFENCES COMMITTED UNDER SECTION 92 OF
THE COMPANIES ACT, 2013.

In the matter of TRUTHHIGH FINTECH PRIVATE LIMITED.

1. KEVAL MAHENDRA SHAH

- Ex-Director

... Appellant

ORDER

Appeal under sub-Section (5) of Section 454 of the Companies Act, 2013 (Act) read with the Companies (Adjudication of Penalties) Rules, 2014 (Rules) has been filed by 'Keval Mahendra Shah', Ex-Director of 'Truthhigh Fintech Private Limited' (Company) having CIN U72900MH2019PTC330651, against Order No. ROC(M)/TRUTHHIGH/ADJ-ORDER/92/2024-25/3353 dated 07/01/2025 (ROC Order) of Registrar of Companies, Mumbai for violating provisions of Section 92 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 Registrar of Companies, Mumbai (RoC Mumbai) vide Adjudication Order dated 07/01/2025 held the Company and its Officers/Directors, who have defaulted liable for penalty under Section 92(5) of the Act from 30/01/2022 to 19/08/2024 for not filing Annual Return for the Financial Year 2020-21 within sixty days from the date of Annual General Meeting in pursuance of Section 96 of the Act as under:

Shr

No. of days default	Penalty imposed on Company / KMP	First default (In Rs.)	Default continues penalty (in Rs.)	Total penalty levied (In Rs.)	Maximum penalty (In Rs.)	Penalty payable (In Rs.)
932 days	Truthhigh Fintech Private Limited	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	2,00,000/-	1,03,200/-
	Keval Mahendra Shah	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Gajendra Ravindranath Tiwari	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Peihan Wei	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Anubhav Dwivedi	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Sunil Kumar Ram	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Pawandeep	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
	Ashish Kumar	10,000/-	932X100 = 93,200/-	10,000 + 93,200 = 1,03,200/-	50,000/-	50,000/-
TOTAL					5,50,000/-	4,53,200/-

4. Appellant has filed Form-ADJ vide SRN AB2569137 dt. 29/01/2025. 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.

5. Grounds of Appeal & Relief sought:

- The Appellant resigned from the post of non-executive director of the company with effect from 31/08/2020 vide SRN R52681574. Since he was not a director of the company at the time of closure/end of the Financial Year 31/03/2021, he was not required to ensure filing of annual return for the Financial Year ended on 31/03/2021 with the Registrar of Companies.
- Withdraw the penalty order issued against the Appellant as he was not officer in default during the period of default u/s. 92 of the Act.

6. The matter was posted for hearing as per Section 454(5) read with Section 454(7) of the Act on 03/04/2025. Keval Mahendra Shah, Ex-Director of the company who appeared for the said hearing stated that he had resigned from the post of non-executive director of the company with effect from 31/08/2020 vide SRN R52681574 and hence was not liable for default committed under Section 92 of the Companies Act, 2013 for the Financial Year 2020-21.

7. The punishment for contravention of section 92 is prescribed under section 92(5) of the Companies Act, 2013 which states that –

He

"If any company fails to file its annual return under sub-section(4), before the expiry of the period specified therein, such company and its every officers who is in default shall be liable to a penalty of ten thousand rupees and in case of continuing failure, with a further penalty of one hundred rupees for each day after the first during which such failure 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 an default."

8. Asstt. Registrar of Companies, Mumbai vide further letter dt.02/04/2025 has stated that the contention of the Appellant that he had resigned on 31/08/2020 can be admitted. She has further stated that the said director was not liable as an Officer in Default for any violation by the company after his cessation and therefore the Adjudication Order may be modified to that extent.

9. Facts of the Case:

- Keval Mahendra Shah has resigned from the post of director of the company with effect from 31/08/2020 vide SRN R52681574.
- The Company has failed to file a copy of Annual Return with the Registrar of Companies for the Financial Year 2020-21 within sixty days as per the provisions of Section 92 of the Companies Act, 2013.
- The due date of filing Annual Return was 29/01/2022 and the Show cause notice was issued on 19/08/2024. The period of default is thus calculated from 30/01/2022 till the date of dispatch of the show cause notice i.e. dt. 19/08/2024.
- ROC, Mumbai has imposed penalty as per Section 92(5) of Companies Act, 2013.

10. Taking into consideration the Adjudication Order of the Registrar of Companies, Mumbai; submissions made by the Appellant in his application as well as oral submission during the hearing; further letter of RoC, Mumbai; I am of the considered view that Keval Mahendra Shah is not liable for default committed by the company under Section 92 of the Companies Act, 2013 for the Financial Year 2020-21 as he resigned w.e.f. 31/08/2020 and therefore, the Adjudication Order dated 07/01/2025 passed by ROC, Mumbai is 'MODIFIED' under Section 454(7) of the Companies Act, 2013 which is as under:

No. of days default	Penalty imposed on Company / KMP	Penalty imposed by Adjudicating Officer (In Rs.)	Penalty imposed by Regional Director (In Rs.)	Remarks of this forum
932 days	Truthhigh Fintech Private Limited	1,03,200/-	1,03,200/-	Confirmed
	Keval Mahendra Shah	50,000/-	Waived Off	Modified
	Gajendra Ravindranath Tiwari	50,000/-	50,000/-	Confirmed
	Peihan Wei	50,000/-	50,000/-	Confirmed
	Anubhav Dwivedi	50,000/-	50,000/-	Confirmed
	Sunil Kumar Ram	50,000/-	50,000/-	Confirmed
	Pawandeep	50,000/-	50,000/-	Confirmed
	Ashish Kumar	50,000/-	50,000/-	Confirmed
	TOTAL	4,53,200/-	4,03,200/-	

She

11. In view of the above, the present appeal is disposed of with directions to Registrar of Companies, Mumbai, to file prosecution under Section 454(8) of the Companies Act, 2013, if the company and other directors/officers of the company have failed to deposit the penalty imposed upon them vide Adjudication Order dt.07/01/2025.

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

Signed and sealed on 30th day of April 2025.



(SANTOSH KUMAR)
REGIONAL DIRECTOR
WESTERN REGION, MUMBAI

To,

1. Truthhigh Fintech Private Limited,
Office No. ResCo- work 01, 601,6th Floor,
Rupa Solitaire Millennium Business Park,
Pl No.A-1,Mahape Navi Mumbai,
Raigarh,Maharashtra,400710,India.
2. Keval Mahendra Shah,
E/403, Neelambuj Bldg, Shankar Lane,
Kamal Aparatment, Kandivali- West,
Mumbai ,400067, Maharashtra, India.
3. Registrar of Companies, Mumbai.
4. E-Gov Cell, Ministry of Corporate Affairs, New Delhi.
5. Master Copy.
6. Office Copy.

"Certified True Copy"

(TUSHAR WAGH, ICLS)
DEPUTY DIRECTOR