

Date: 12/10/2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir / Madam,

SCRIP CODE: 540404

Sub.: Disclosure under Regulation 30 SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015

Dear Sir/ Ma'am,

With reference to the above cited subject and with reference to the letter dated 10.07.2019, we hereby informed you that company had filled the Appeal u/s 454 (5) of the companies Act, 2013 in E Form No. ADJ on 06.09.2019 vide SRN H87320875 against the order dated 10.06.2019 passed by the Adjudicating officer i.e. Registrar of Companies, Gujarat.

The Regional Director had rejected the said appeal in view the facts that penalties of Rs. 45,000/- imposed by the Adjudicating Officer are justified and do not require for any intervention in the interest of justice and direct to the company to pay the penalties of Rs. 45,000/- within 10 days.

The Company, Promoter and KMP are in process to take final decision on it.

Kindly consider this disclosure under Regulation 30 of SEBI (LODR) regulation, 2015 and take it in your record.

For Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)


Jinen Ghelani
Managing Director & CFO
DIN: 01872929
Place: Ahmedabad



Encl.: Rejection Order Copy

Application No. RD (NWR)/ Appeal u/s 454 (5)/07/2019

BEFORE THE REGIONAL DIRECTOR, NORTH-WESTERN REGION,
MINISTRY OF CORPORATE AFFAIRS, AHMEDABAD

IN THE MATTER OF
THE COMPANIES ACT, 2013

Section 454 Adjudication of Penalties.

In the matter of Appeal under sub (5) of Section 454 of the Companies Act, 2013 read with Rule 4 of the Companies (Adjudication of Penalties) Rules, 2014 against the adjudication order passed by ROC, Ahmedabad dated 10.06.2019.

In the matter of adjudication for no-compliance of Section 118(11) read with 454(3) of the Companies Act, 2013.

And

In the matter of

- 1. Prime Customer Services Limited
(now known as Prime Fresh Limited)**
102 Sanskar-2, Near Ketav Petrol
Pump, Polytechnic Road, Ambawadi,
Ahmedabad, Gujarat-380015
- 2. Ghelani Jinen Neha (WTD)**
D-31, Amaltas Apartment,
B/h. Fun Republic, Satellite,
Ahmedabad, Gujarat-380015.
- 3. Jinen Chandrakant Ghelani (CFO/KMP)**
D-31, Amaltas Apartment,
B/h. Fun Republic, Satellite,
Ahmedabad, Gujarat-380015.
- 4. Hiren Ghelani Chandrakant (WTD)**
Flat No. 501, B-Wing, Divya Vinayak Building,
Nr. Ganesh Chowk, Charkop, Kandivali (West),
Mumbai, Maharashtra-400067.
- 5. Sameer Rajguru Ramesh (WTD)**
A/601, Heritage Parody Building No. 2,
Tuliskar Wadi, M.G. Cross Road No. 1,
Sai Nagar, Kandivali (West),
Mumbai, Maharashtra-400067.

..... Applicants

V/s

Registrar of Companies, Gujarat

.....Respondent

Date of Virtual Hearing: - **18.08.2021**

Present: - 1. No-one appeared on behalf of the ROC, Gujarat and
Adjudicating Officer.

2. Mr. Alpesh Dhandhlya, Company Secretary and Authorized Representative of the Applicants.
3. Shri B.R. Ambedkar, Assistant Director, O/o RD (NWR) Ahmedabad.

ORDER

That the applicants made an on-line Appeal under Section 454 (5) of the Companies Act, 2013 in e-form No. ADJ on 06.09.2019 vide SRN H87320875 against the order dated 10.06.2019 passed by the Adjudicating officer i.e. Registrar of Companies, Gujarat. On receipt of the appeal, this Directorate vide letter dated 21.02.2020 forwarded the appeal to the Registrar of Companies, Gujarat and subsequent reminder dated 17.03.2020 for its comments in the matter and with reference to the aforesaid letters Registrar of Companies, Gujarat has submitted its report vide letter dated 09.07.2020. This Directorate vide letter dated 19.02.2021 sent the copy of Adjudicating Officer's report to the company to offer comments in the matter and the company vide letter dated 05.03.2021 submitted rejoinder against the report of the Adjudicating Officer. There after the matter was finally fixed for virtual hearing on 18.08.2021.

Facts of the Case:-

1. That Registrar of Companies, Gujarat vide its order dated 10.06.2019 pursuant to Section 118 (11) of the Companies Act, 2013 and in exercise of powers vested with him under sub Section (3) of Section 454 of the Companies Act, 2013 imposed the following penalties:-
“During the course of inspection and from the documents and records submitted by the company it is observed that the first complaint letter by Lawyer of Ms. Dimlpe Khetan was of 16.06.20217 received by the company/directors whereas the minutes of the Board meeting held on 29.06.2017 and 24.08.2017 did not purposely discuss/mention about this development in their Board meeting minutes dated 29.06.2017 and 24.08.2017. The minutes of Board meetings dated 29.06.2017 and 24.08.2017 did not reflected the fair and correct summary of the proceedings there at. This amounts to violation of Section 118 of the Companies Act, 2013. Accordingly, a sum of Rs. 25,000/- (Rupees Twenty Five Thousand Only) has been imposed penalty on Prime Customer Services Limited (now known as Prime Fresh Limited) and Rs. 5,000/- (Rupees Five Thousand Only) each on every officers of the

company who are in default, namely Ghelani Ginen Neha (WTD), Jinen Chandrakant Ghelani (CFO/KMP), Hiren Ghelani Chantrakant (WTD) and Sameer Rajguru Ramesh (WTD) for violation of section 118 (11) of the Companies Act, 2013”.

2. That Prime customer Services Limited (now known as Prime Fresh Limited), the Company and its officers in default have filed the present Appeal under the provisions of Sec. 454(5) of the Companies Act, 2013 challenging the order dated 10.06.2019 made by Adjudicating Officer. By the impugned order dated 10.06.2019, the Adjudicating Officer has in purported exercise of powers conferred under Sub-Section (3) of Section 454 of the Companies Act, 2013 and has adjudicated and imposed penalty on the Company and its officers in default for the violation of the provisions of Sec. 118(11) of the Companies Act, 2013.
3. That the applicants had submitted in their petition that according to chairman of the Meeting, matter related to Dimple Khetan was irrelevant or immaterial as she was not shareholder at the time of complaint and said complaint was matter of share transfer which is related to transferor and transferee and none of the Director have interest in concern matter and even company did not have benefit or interest in this transaction. Therefore chairman have an opinion not to enter the said matter in minutes of the company and same has been processed as per sub section 5&6 of section 118 of the Companies Act, 2013.

Whereas as per Sub-Section (5) of Section 118 of the Companies Act, 2013 and rules made there under, *there shall not be included in the minutes, any matter which is in the opinion of the chairman of the meeting,*

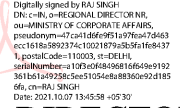
- a) *Is or could reasonably be regarded as defamatory of any person; or*
- b) *Is irrelevant or immaterial to the proceeding; or*
- c) *Is detrimental to the interests of the company.*

And whereas as per Section 118(6) of the Companies Act 2013 and rules made there under, The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub-section (5) of section 118 of the Companies Act 2013.

4. That Registrar of Companies, Gujarat & Adjudication Officer has submitted its reply vide letter No. ROC/GUJ/Sec. 454/Appeal/2020/868 dated 09.07.2020 stating therein that as such the fact and circumstances observed by the Adjudicating Officer is explanatory and the penalty imposed under those given circumstances are justified, hence, may not deserve for any intervention by the Appellate Authority in the interest of justice. As such the penalty imposed by Adjudicating officer is as per the statutory provisions of law for the relevant default. Therefore, the office of the ROC humbly prays that adjudication order dated 27.05.2019 may be confirmed and the Appellate company and its directors may kindly be directed to comply the adjudication order dated 27.05.2019 (issued on 10.06.2019) as such terms and conditions as may be decided by Appellate Authority in the matter.
5. Further, the hearing on virtual mode has been conducted on 18.08.2021 at 3.15 PM. ROC office has not attended the hearing. Mr. Alpesh Dhandhlya, Practicing Company Secretary an Authorized Representative of the Applicants was present in the hearing.
6. Keeping in view the facts and circumstances of the case and submissions filed by the appellant of the company, I am of the opinion that the penalties imposed by the Adjudicating Officer are justified and do not require for any intervention in the interest of justice. Hence, the appeal is dismissed with a direction to pay the penalties imposed by the Adjudicating Officer vide order dated 10.06.2019 within 10 days.

The appeal stands disposed off with these orders.

**RAJ
SINGH**
REGIONAL DIRECTOR
AHMEDABAD (NWR)



Digitally signed by RAJ SINGH
DN: c=IN, o=REGIONAL DIRECTOR NR,
ou=MINISTRY OF CORPORATE AFFAIRS,
email=singhraj@nic.gov.in, postalCode=380015,
serialNumber=1083604896816649492
3618614925855e51054e8a88360492185
66, cn=RAJ SINGH
Date: 2023.10.27 13:45:58 +05'30'

To

1. **Prime Customer Services Limited**
(now known as Prime Fresh Limited)
102 Sanskar-2, Near Ketav Petrol
Pump, Polytechnic Road, Ambawadi,
Ahmedabad, Gujarat-380015.

- 2. Ghelani Jinen Neha (WTD)**
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- 3. Jinen Chandrakant Ghelani (CFO/KMP)**
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A/601, Heritage Parody Building No. 2,
Tuliskar Wadi, M.G. Cross Road No. 1,
Sai Nagar, Kandivali (West),
Mumbai, Maharashtra-400067
- 6. The Secretary to the Government of India,**
Ministry of Corporate Affairs,
New Delhi.
- 7. The Registrar of Companies, Gujarat, Dadra & Nagar Haveli with**
reference to its office letter ROC/GUJ/Sec. 454/ Appeal/2020/868 dated
09.07.2020 with a direction to initiate legal action against the company
and its officers in default in case of non-payment of penalties imposed by
the Adjudication officer with a period of 10 days from the date hereof.
- 8. Master File.**
- 9. Office Copy.**

Basanagiri Rama Ambedkar
Digitally signed by
Basanagiri Rama Ambedkar
Date: 2021.09.23 14:46:41
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ASSISTANT DIRECTOR