

**Between:**

**Mr Francesco Romagnosi**

**Complainant**

**and**

**Caffee Roundhouse Limited**

**Respondent**

## **DECISION**

**The Complainant's claims as set out in his Complaint dated 31 August 2025 are adjourned Sine Die for the Complainant to apply for the restoration of Caffee Roundhouse Limited to the Register of Companies so his complaint can proceed**

**Chairperson: Mr Peter Taylor**

### **Matter to be Determined**

1. On the 26 January 2026 Caffee Roundhouse Limited was dissolved and removed from the Register of Isle of Man Companies.
2. Despite filing a response to the Complaint and as late as the 28 January 2026 filed submissions to the Tribunal ahead of the scheduled full hearing of the complaint on the 4 February 2026 ("The Hearing"), the Directors of Caffee Roundhouse Limited still continued with a voluntary winding up and did not inform the Tribunal or the Complainant of their intentions.
3. The Tribunal had therefore to determine whether The Hearing could proceed without a Respondent or whether matters had to be adjourned until after Caffee Roundhouse Limited is restored to the Register of Isle of Man Companies.

### **Determination of the issue**

#### **Background**

4. The Claimant commenced his Claim by issuing his Complaint on the 31 August 2025. The Respondent filed a response on the 3 September 2025.
5. Part of the Complaint referred to Caffee Roundhouse Limited ceasing trading and the Complainant by e-mail of the 2 November 2025 asked the Companies Registry for

confirmation of the status of Caffee Roundhouse Limited and was advised that there was no application for dissolution.

6. Caffee Roundhouse Limited continued to participate in the proceedings agreeing to a hearing date of the 4 February 2026 and indeed filed documents with the Tribunal on the 28 January 2026.
7. At no point did the then Directors of Caffee Roundhouse Limited advise the Tribunal or the Complainant of their proposed Course of action and their continued participation in proceedings clearly misled the Tribunal and the Complainant of their true intentions.
8. The publicly available documents indicate that the Application for Dissolution was signed on the 14 November 2025 and presumably filed thereafter.
9. On the 2 February 2026 after preparing for the hearing I searched the Companies Register on-line portal and discovered that Caffee Roundhouse Limited had been dissolved.
10. On the 4 February 2026 the Tribunal Hearing convened with the Respondent representing himself and two persons purporting to represent Caffee Roundhouse Limited also appeared but were made to sit in the public gallery as they had no legal standing in the proceedings.

### **The Law**

11. Under Rule 28 (6) of the Employment and Equality Tribunal Rules 2018 The tribunal can:

*"If a party fails to attend or to be represented (for the purpose of conducting the party's case at the full hearing) at the time and place fixed for the full hearing, the Tribunal may dismiss or dispose of the proceedings in the absence of that party or may adjourn the full hearing to a later date."*

12. Salton v New Beeston Cycle Co [1900] 1 Ch 43

### **Determination of the Issue**

13. Whilst there is power to proceed and determine a Complaint in the absence of a party, this is not a case of absence it is a case of a party no longer existing. Claims after the death of a party can be continued by their estates but a dissolved company presents an entirely different situation as there is no one responsible for the company.
14. In Salton v New Beeston Cycle Co [1900] 1 Ch 43 The Chancery Division held that the judgment had been invalid against the company for want of jurisdiction (The Company having being dissolved) and the solicitor acting for the company was liable personally to pay the claimant's costs of the claim from the date of the dissolution and consequent revocation of his authority.
15. Whilst Salton might be distinguished after receiving detailed legal arguments and I could have been urged to exercise the powers to hear the complaint, the Complainant would still have to apply to restore Caffee Roundhouse Limited to enforce any Judgment and there is an inherent risk that the High Court could find that any Judgment of the Tribunal was a nullity and the Complainant would have wasted further costs.
16. Whilst the former Directors did attend and sat in the Public Gallery, as they had no legal standing, I did not believe that I had any powers, even considering Section 273A (11) Companies Act 1931 to hold them personally liable for any Judgment I may have made.
17. With an abundance of caution I determined that the Complaint was to be adjourned Sine Die for the Complainant to apply for Caffee Roundhouse Limited to be restored to the register.

### **Comments**

18. This situation is entirely because of the actions of Mr V and Mrs K Haricharan as former Directors of Caffee Roundhouse Limited. They have given no indication that they had applied to dissolve Caffee Roundhouse Limited and it would be entirely inequitable for them to profit from their conduct if the Complaint has to be abandoned due to the Complainant having to pay costs to restore the company.

19. The publicly available documents show that Mr V and Mrs K Haricharan both made a solemn declaration on FORM RS that:
- "To the best of my/our knowledge and belief, and having made full enquiry into the affairs of the company, I/We\* am/are\* satisfied that -*
- (a) the company has discharged all its debts and liabilities (other than those owed to its shareholders in respect of their shares, if any);"*
20. The Complaint before the Tribunal was clearly a contingent liability which Mr V and Mrs K Haricharan were fully aware of and still continued to participate in proceedings during the winding up process and indeed continued to try and participate after the company was dissolved.
21. The public documents indicate that Caffee Roundhouse Limited was solvent when dissolved and so there would be funds available to satisfy a Judgment after restoration.
22. It is hoped that in the circumstances the Department can restore Caffee Roundhouse Limited without the Complainant having to pay the costs of doing so.

### **Directions**

23. The Complaint is adjourned Sine Die
24. The Complainant after successfully restoring Caffee Roundhouse Limited to the Register shall notify the Tribunal and a new hearing date will be set.
25. Upon the hearing being reconvened the Tribunal will consider the issue of wasted costs being made against the Respondent.

Dated this 4 February 2026

A handwritten signature in black ink, appearing to be 'P. Taylor', written over a light blue circular stamp.

Chairperson  
Mr Peter Taylor