12 Endeavour Square
London
E20 1JN

Tel: +44 (0)20 7066 1000
Fax: +44 (0)20 7066 1099
www.fca.org.uk

FINAL NOTICE

To:	**Niavaran Limited**
Address:	**Citibase Base, Central House, 1 Ballards Lane, 6th Floor, London N3 1LQ**
FRN:	**611284**
Dated:	**18 November 2026**

ACTION

1. For the reasons set out in this Final Notice, the Authority hereby cancels Niavaran Limited's ("the Firm") registration as a Small Payment Institution under the Payment Services Regulations 2017 ("the PSRs").

2. The Authority issued to the Firm the Decision Notice, which notified it that for the reasons given in this notice and pursuant to Regulations 10(1)(e) and 10(1)(h) (as applied by Regulation 15) of the PSRs, the Authority had decided to take the action specified above.

3. The Firm referred the matter to the Tribunal within 28 days of the date on which the Decision Notice was issued to it. On 9 October 2026, the Tribunal struck out the Firm's reference due to non-compliance with an Order dated 1 October 2026 requiring the Firm to (a) confirm whether it wished to pursue the reference and (b) to provide dates to avoid for the hearing. The Firm did not apply to reinstate the reference within a month from the

strike out.

4. Accordingly, the Authority has today cancelled the Firm's registration. The cancellation takes effect from the date of this Final Notice.

SUMMARY OF REASONS

5. The Firm no longer meets the conditions for registration as an SPI under the PSRs and its cancellation is desirable in order to protect the interests of consumers.

6. In particular, on 30 October 2018 the Firm's registration with His Majesty's Revenues and Customs ("HMRC"), maintained under The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 ("the MLRs"), lapsed and subsequent applications to re-register were refused. The Firm did not inform the Authority that its registration had lapsed. Additionally, the Firm has not cooperated with the Authority and has also provided payment services after its registration with HMRC had lapsed.

7. The cancellation action set out in paragraph 1 above has been imposed in order to advance the Authority's consumer protection and integrity objectives (sections 1C and 1D of the Act).

DEFINITIONS

8. The definitions below are used in this Final Notice (and in the Annex):

"the Act" means the Financial Services and Markets Act 2000;

"the Authority" means the Financial Conduct Authority;

"the Decision Notice" means the Decision Notice given to the Firm on 25 July 2025;

"EG" means the Authority's Enforcement Guide;

"the Firm" means Niavaran Limited;

"the Handbook" means the Authority's Handbook of rules and guidance;

"HMRC" means His Majesty's Revenue and Customs;

"the MLRs" means Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017;

"PRIN" means the Principles for Businesses contained within the High Level Standards of the FCA Handbook;

"the PSRs" means the Payment Services Regulations 2017;

"Return" means the annual regulatory report submitted by an SPI to the Authority using form FSA057;

"SPI" means "Small Payment Institution" as defined in Regulation 2(1) of the PSRs;

"the Tribunal" means the Upper Tribunal (Tax and Chancery Chamber); and

the Warning Notice" means the warning notice given to the Firm dated 22 May 2025.

RELEVANT STATUTORY PROVISIONS

9. The statutory and regulatory provisions relevant to this Final Notice are set out in Annex A.

FACTS AND MATTERS

10. On 3 March 2014, the Firm was registered by the Authority to provide payment services, namely money remittance services. On 5 January 2019, the Firm was re-registered as a SPI under the PSRs.

11. As a condition of its registration as a sole money remitter the Firm is required, under the MLRs, to be registered with HMRC.

12. Additionally, once registered with the Authority, the Firm is required to abide by the PSRs and the Handbook, including the PRIN part of the Handbook which, under Principle 11, states that firms must deal with the Authority in an open and cooperative way, and must disclose to the Authority appropriately anything relating to the firm of which it would reasonably expect notice.

13. The Firm is not registered with HMRC and has not been since its registration lapsed on 30 October 2018. Furthermore, the Firm did not notify the Authority about its HMRC registration lapsing. As this change of circumstances is relevant to the Firm's fulfilment of conditions of its registration as set out in Regulation 14(5) to (11) there was a duty on the Firm to notify the Authority that it was no longer registered with HMRC, pursuant to Regulation 37 of the PSRs.

14. Additionally, the Firm has reported in its Returns submitted to the Authority between 31 January 2020 and 31 January 2025 that it provided payment services in each of the years ending 2019, 2020, 2021, 2022, 2023 and 2024. This was despite not having the required registration with HMRC under the MLRs, at the time, to do so.

15. On 9 August 2023, the Authority sent a letter to the Firm notifying it that it had come to the Authority's attention that HMRC had refused the Firm's application to register with HMRC under the MLRs and was therefore not meeting its conditions for registration under the PSRs. The Firm was also requested to sign a voluntary undertaking agreeing not to provide any payment services until it was registered with HMRC. The Firm was asked to respond by 18 August 2023. No response was received from the Firm.

16. The Authority sent further emails to the Firm on 17 October 2023, 7 December 2023 and 1 February 2024, asking the Firm to respond to the letter dated 9 August 2023. The Firm failed to respond to these emails.

17. On 6 February 2024, the Firm emailed the Authority stating that its registration under the MLRs had lapsed and that a new application had been submitted which was still under

consideration by HMRC. The Firm did not address the issue of the voluntary undertaking. The Authority replied to the Firm's email immediately, requesting it to respond specifically to the Authority's request to sign the voluntary undertaking.

18. On 9 February 2024, the Firm emailed the Authority stating that it will take advice about the implications of signing the undertaking. No further communication was received from the Firm. The Authority sent an email on 2 May 2024 chasing a response and requested a call on 3 May 2024. No response was received.

19. On 4 December 2024, the Authority issued a Letter Before Action to the Firm which informed it that:

- pursuant to Regulation 10(1)(e), it was not meeting conditions for registration as a SPI under the PSRs by failing to register with HMRC under the MLRs;
- it had reported providing payment services in its FSA057 regulatory returns during a period that it was not registered with HMRC and therefore pursuant to Regulation 10(1)(h) (as applied by Regulation 15), cancellation of the Firm's registration is desirable in order to protect the interests of consumers;
- there was a duty on the Firm, under Regulation 37 of the PSRs, to notify the Authority that its HMRC registration had lapsed but the Authority had no record of being notified by the Firm; and
- that the Firm's failure to adequately respond to the Authority's communication, in particular its repeated requests to respond to the issues set out in its email of 9 August 2023 in relation to the voluntary undertaking, constitutes a breach of Principle 11.

20. On 18 December 2024, the Firm responded attaching a screen print from HMRC's website showing that, as of 17 December 2024, the Firm's application to re-register with HMRC was pending. The Firm also attached a letter in reply stating that it was hopeful that its application would be processed by the end of December 2024.

21. The Authority responded on 19 December 2024 stating that the Firm had not been registered under the MLRs for several years and has had sufficient time to rectify the situation. The Firm was also informed that its response did not address the Authority's concerns regarding its failure to co-operate with the Authority.

22. The Firm's application to re-register under the MLRs was rejected by HMRC on 28 January 2025.

23. There has been no further communication from the Firm. According to the Authority's records, the Firm has not secured registration with HMRC under the MLRs and has not applied to cancel its registration.

FAILINGS

24. The Authority has concluded that, on the basis of the facts and matters described above, that:

a) The Firm is no longer meeting the conditions for Registration as an SPI as set out in Regulation 14(11) of the PSRs, as the Firm is no longer registered with HMRC under the MLRs and has not been since its registration lapsed on 30 October 2018.

The Firm is therefore liable to have its registration cancelled under Regulation 10(1)(e) (as applied by Regulation 15) of the PSRs.

b) The Firm failed to notify the Authority that it was no longer registered with HMRC under the MLRs. Regulation 37 of the PSRs places a duty on SPIs to notify a change in circumstances where it becomes apparent that there is, or is likely to be, a significant change in circumstances which is relevant to its fulfilment of any of the conditions set out in Regulation 14(5) to (11). The Authority considers that the Firm not being registered with HMRC is a significant change in circumstance as it impacts the Firms ability to provide payment services.

c) The Authority considers the Firm's failure to notify the Authority of the lapse of its HMRC registration and, its failure to respond to numerous requests by the Authority to sign a voluntary undertaking not to carry on regulated payment services until the Firm was registered with HMRC to be a breach of Principle 11, in that the Firm has not dealt with the Authority in an open and cooperative way and has not disclosed to the Authority appropriately anything relating to the Firm of which the Authority would reasonable expect notice.

d) Pursuant of Regulation 10(1)(h) of the PSRs (as applied by Regulation 15), the Authority may cancel the registration of a SPI where it is desirable in order to 5 protect the interest of consumers. The Authority considers the Firm's provision of payment services, despite having no registration with the HMRC under the MLR's, which is a condition for registration as an SPI pursuant to Regulation 14(11) of the PSRs, gives the Authority grounds to cancel the Firm's registration under Regulation 10(1)(h) of the PSRs (as applied by Regulation 15). Protection in this context means ensuring that consumers are not harmed by firms that are not being misled about the regulatory status of firms and the products/services which they can offer.

25. For the reasons set out in this Notice, the Authority has cancelled the Firm's registration as an SPI, pursuant to regulation 10(1)(e) and 10(1)(h) (as applied by Regulation 15) of the PSRs.

REPRESENTATIONS

26. Through the Warning Notice, the Authority gave notice that it proposed to take the action described above and the Firm was given the opportunity to make representations to the Authority about that proposed action.

27. Annex B contains a brief summary of the key representations made by the Firm and how they have been dealt with. In making the decision which gave rise to the obligation to give this Final Notice, the Authority has taken into account all the representations made by the Firm, whether or not set out in Annex B.

PROCEDURAL MATTERS

28. This Final Notice is given to the Firm in accordance with section 390 of the Act (as applied by paragraph 10 of Schedule 6 of the PSRs).

Decision maker

29. The decision which gave rise to the obligation to give this Final Notice was made by an Authority staff member under the executive procedures.

Publicity

30. Sections 391(4), 391(6) and 391(7) of the Act (as applied by paragraph 10 of Schedule 6 of the PSRs) apply to the publication of information about the matter to which this Final Notice relates. Under those provisions, the Authority must publish such information about the matter to which this Final Notice relates as the Authority considers appropriate. The information may be published in such manner as the Authority considers appropriate. However, the Authority may not publish information if such information would, in the opinion of the Authority, be unfair to the Firm or prejudicial to the interests of consumers.

31. The Authority intends to publish such information about the matter to which this Final Notice relates as it considers appropriate.

Authority contact

32. For more information concerning this matter generally, the Firm should contact Mellisa Spence at the Authority (direct line: 0114 541 2163 / email: mellisa.spence@fca.org.uk).

Jeremy Parkinson
Enforcement and Market Oversight Division

ANNEX A

Relevant statutory provisions

1. The Authority's operational objectives established in section 1B of the Act include protecting and enhancing the integrity of the UK financial system and securing an appropriate degree of protection for consumers.

2. Regulation 14(11) of the PSRs requires a small payment institution to comply with a requirement of the MLRs to be included in a register maintained under the MLRs where such a requirement applies to the firm. The register in which the Firm must be included under the Regulations is maintained by HMRC.

3. Regulation 15 of the PSRs provides:

   "Regulations 7 to 12 apply to registration as a small payment institution as they apply to authorisation as a payment institution as if—

   (a) references to authorisation were references to registration;

   […]."]

4. Regulation 10(1)(e) (as applied by regulation 15) of the PSRs gives the Authority the power to cancel the registration of a small payment institution where the person does not meet, or is unlikely to meet, any of the conditions set out in regulation 14(4) to (11) (conditions for registration as small payment institution) or the financial limit referred to in regulation 8 or does not inform the FCA of a major change in circumstances which is relevant to its meeting those conditions or that requirement, as required by regulation 37 (duty to notify change in circumstance).

5. Regulation 37(1) states that, where it becomes apparent to a small payment institution that there is, or is likely to be, a significant change in circumstances which is relevant to –

   (b) its fulfilment of any of the conditions set out in regulation 14(5) to (11);

   it must provide the FCA with details of the change without undue delay.

6. Under Regulation 10(1)(h) of the PSRs (as applied by Regulation 15) the Authority may cancel the registration of a small payment institution where the cancellation is desirable in order to protect the interests of consumers.

Relevant Handbook Provisions

7. In exercising its powers to cancel the registration of a small payment institution, the Authority must have regard to guidance published in the Handbook and in regulatory guides, such as EG. The main considerations relevant to the action stated in the Warning Notice are

set out below.

Enforcement Guide

8. The Authority's policy in relation to exercising its enforcement powers is set out in EG, the relevant provisions of which are summarised below.

9. EG 19.20.2 provides that the Authority's approach to enforcing the PSRs will mirror its general approach to enforcing the Act.

10. EG 19.20.5 provides that, in relation to the PSRs, the Authority has decided to adopt procedures and policies in relation to the use of its sanctioning and regulatory powers, akin to those it has under the Act. The statutory grounds in Section 55J of the Act for cancelling a firm's Part 4A permission include where the firm no longer satisfies the Threshold Conditions, the minimum standards a firm is required to meet to obtain and retain its Part 4A permission.

The Principles

11. The relevant principles for businesses are set out in PRIN 2.1.1R.

12. Principle 11 of PRIN (Relations with Regulators) requires a firm to deal with its regulators in an open and cooperative way, and to disclose to the Authority appropriately anything relating to the firm of which that regulator would reasonably expect notice.

Annex B

REPRESENTATIONS

13. On 9 June 2025, the Firm made representations by email in response to the Warning Notice issued on 22 May 2025 requesting an extension of the deadline to 30 June 2025, to allow it to submit representations. This was agreed by the EDM. The Firm then made representations by email on 30 June 2025 and on 9 July 2025. The representations made on 9 July 2025 were received after the agreed extension, but the Authority has considered these alongside the representations made on 30 June 2025.

14. Ground 1: On 30 June 2025, the Firm stated that "…all outstanding report(s) have now been submitted."

15. Submission of reports does not change the Authority's position as per the Warning Notice issued on 22 May 2025.

16. The Warning Notice cited numerous failings by the Firm, namely;

a) the Firm is no longer meeting the conditions for Registration as it is no longer registered with HMRC under MLRs, and has not been since 30 October 2018;

b) the Firm failed to notify the Authority that it was no longer registered with HMRC under MLRs;

c) the Firm has not dealt with the Authority in an open and cooperative way; and

d) the Firm continued to provide payment services, despite having no registration with the HMRC under MLRs.

17. The Firm's representations of 30 June 2025 do not address any of the concerns cited within the Warning Notice.

18. On 9 July 2025, the Firm presented six representations.

19. (1) the Firm acknowledges that its registration under the MLRs lapsed in 2018. The Firm also understands the lapse and delays in communication are serious matters and regrets the disruption this caused.

20. The Authority notes this response and affirms that the lapse in HMRC registration and delays in communication are cited as failings in the Warning Notice.

21. (2) the Firm says it has not conducted any new business since November 2024. Any reported activity was limited to legacy client arrangements and that the Firm had understood, mistakenly, that it could continue limited trading activity while its application was pending with HMRC. Furthermore, the Firm say that its latest application to HMRC was submitted March 2025 and it remains hopeful it will

shortly be approved.

22. The Authority notes the Firm's confirmation that it continued to provide payment services, despite having no HMRC registration to do so and affirms that, as per the Warning Notice, its cancellation is desirable in order to protect the interests of consumers as a result.

23. As a condition of its registration, the Firm is required to notify the Authority of a change in circumstance that impacts the Firm's ability to fulfil the conditions for registration. The Authority draws the Firm's attention to its failure to notify the Authority that it was no longer registered with HMRC under the MLRs, which was a change in circumstance. Had the Firm done so the Authority would have had the opportunity to supervise the Firm accordingly and clarify its position in relation to the continued provision of payment services.

24. The Authority notes the voluntary undertaking sent to the Firm on 9 August 2023 which states "*It has come to our attention that HM Revenue & Customs (HMRC) has refused your application for registration under the Regulations. In light of this, Niavaran Limited is unable to meet its ongoing conditions of authorisation under the PSRs as it is not currently registered with HMRC. We therefore request a voluntary undertaking from you not to carry out any regulated payment services until such time that you have demonstrated to the Financial Conduct Authority (FCA) that your details have been reinstated on the HMRC register.*" Although the Firm did not sign the undertaking, the Authority considers that it would have been aware, from at least the point of receiving the request to sign the undertaking, that it was not meeting the conditions for registration and should not provide any further payment services (whether new or existing) until it had obtained HMRC registration again. Despite this, the Firm continued to provide payment services and failed to engage with the Authority.

25. The Authority notes that the Firm submitted an application to HMRC in March 2025. However, the Firm's three previous applications which were rejected by HMRC on 24 July 2019, 22 April 2023 and 28 January 2025. The Firm's representations do not explain why its latest application would be successful in light of the previous rejections.

26. (3) the Firm say that the lapse of its registration under MLRs arose, not through wilful neglect, but through a change in the Firm's registered office address and disruption caused by COVID-19, during which renewal communications from HMRC were not received. Additionally, the company director was diagnosed with a serious illness limiting its capacity to manage essential filings and communications.

27. The Authority acknowledges that the Firm did not receive the renewal communications from HMRC but considers that it was the Firm's responsibility to notify HMRC of a change to its registered office address. The Authority also notes that the changes of principal place of business address was notified to Companies House and the Authority and therefore would have expected the Firm to have also notified HMRC. Additionally, the Authority notes that the Firm has submitted at least four applications since its registration lapsed in 2018 and therefore would have been aware, prior to any communication from the Authority, that its registration with HMRC had lapsed. The Firm failed to notify the Authority that its registration with HMRC had lapsed and that subsequent applications had been rejected.

28. The Authority notes the director's ill health, however it also notes that during this time the Firm continued to provide payment services, submit returns and pay its fees to the Authority, submit applications with HMRC and, submit its returns with Companies House. The Authority would therefore expect the Firm to have continued to be open and co-operative with the Authority by responding to its communications and notifying it of its position in relation to its HMRC registration.

29. (4) the Firm acknowledges that its responses to the Authority were not always timely or complete as expected but draw the Authority's attention to a number of occasions when it did engage as evidence of a sincere and ongoing attempt to co-operate.

30. The Authority notes the Firm's confirmation that its responses were not always timely or complete and affirms that this is cited as a failing in the Warning Notice.

31. Whilst the Authority acknowledges that, on occasion, the Firm has engaged, its position on this failing remains unchanged. The significance of the failure by the Firm to not respond adequately to the Authority and to not notify the Authority of significant matters that impact its fulfilment of the conditions for registration is not merely that the failure itself is material, but that it signifies a breakdown in the relationship between the Firm and the Authority, such that it appears that the Authority can reasonably conclude that the Firm may not respond adequately to future communications sent to it by the Authority, or that the Firm is ready and willing to comply with its ongoing regulatory obligations and to deal with the Authority openly and co-operatively.

32. Furthermore, the three occasions which the Firm cites that it did engage, were wholly lacking. For example:

a) 6 February 2024 - the Firm failed to acknowledge the matter of the undertaking, for which it had to be immediately chased by the Authority.

b) 9 February 2024 - whilst the firm noted that it was intending to seek legal advice, it failed to reengage on the matter as the Authority would expect.

c) 18 December 2024 - the Firm failed to address or even acknowledge all the matters set out in the Letter Before Action.

33. (5) the Firm says that there have been no known incidents of consumer harm and that the Firm upheld careful internal controls. The Firm also says that it employs four staff members whose livelihoods would be directly affected by cancellation of the Firm's registration.

34. The Authority acknowledges the Firm's assertion that there are no known incidents of consumer harm. However, the Authority is of the view that consumers should not be misled about the regulatory status of firms. The Firm's controls did not identify that the Firm's HMRC

registration had lapsed and as such the Authority is not satisfied that the Firm has the necessary controls in place to ensure that it is compliant at all times going forward.

35. However, the reasons given by the Firm in explanation for the lapsing of its registration under MLRs along with its failure to notify the lapsing and its continued provision of payment services since, is not consistent with its assertion that it upheld careful internal controls.

36. **(6) the Firm says it is prepared to:**

a) voluntarily cease all services until HMRC registration is confirmed;

b) submit a detailed remediation and compliance plan; and

c) co-operate with any monitoring, audit or reporting framework the Authority deems appropriate.

37. The Authority acknowledges the Firm's stated willingness to engage and its preparedness to cease providing payment services. However, the Firm's representations do not provide a basis for the Authority to reconsider its view on the Firm's conduct.

38. The Firm should have ceased providing payment services when it first became aware that it was unable to do so, from at least August 2023 however, it did not do so.

39. The Firm has been aware of Enforcement's action since 4 December 2024 and could have provided the proposed detailed remediation and compliance plan at any time since December 2024.

40. The Firm's representations of 9 July 2025 were outside of the agreed extended deadline of 30 June 2025 with no explanation. This is not consistent with the Firm's pledge to co-operate with the Authority.

41. The Firm has not provided any information to the Authority to satisfy it that it will comply with its ongoing regulatory obligations and deal with the Authority openly and cooperatively going forward.

42. Finally, the Authority reaffirms the failings noted in the Warning Notices and considers that it has had adequate time to address the failings but has failed to do so.

Conclusion

44. The Authority's position is that enforcement action to cancel the Firm's registration should proceed.