

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

CP No. 359/BB/2018

U/s 252 of the Companies Act, 2013  
R/w Rule 87A of NCLT Rules, 2016

In the matter of

**M/s Com Team Consulting Private Limited**

Represented by its

Member

Mr. Seeplaputhur Ramaswamy Ramesh

#10, Old No. (144), South Park Road

Nehru Nagar, Opp. Sheshadripuram College

Bengaluru – 560 020

...Petitioner

vs

The Registrar of Companies,

Karnataka

2nd Floor, E-Wing, Kendriya Sadan,

Koramangla,

Bengaluru – 560 034

... Respondent

**Date of order: 25.09.2018**

Coram: 1. Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)

2. Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

**Parties / Counsels Present:**

For the Petitioner:

Shri Sreenivas Babu Penugonda

Authorized Representative for the Petitioner

***Per: Hon'ble Shri Ashok Kumar Mishra, Member (Technical)***

**ORDER**

1. The Present Company Petition bearing C.P. No. 359/BB/2018 is filed by Mr. Seeplaputhur Ramaswamy Ramesh, Member of M/s Com Team Consulting Private Limited, U/s 252(3) of the Companies Act, 2013 read with Rule 87A of NCLT Rules, 2016, by inter-alia seeking for directing the Respondent to restore the name

of the Company in the Register of Companies maintained by the Registrar of Companies, Karnataka as if its name had not been struck off from the Register.

2. The averments made in the petition, counter and affidavits inter alia are as follows:
  - A. M/s Com Team Consulting Private Limited (hereinafter referred to as the “**Company**”) was incorporated on 9<sup>th</sup> September, 2010 bearing CIN No. U74140KA2010PTC055109 having its registered office at #10, Old No. (144), South Park Road Nehru Nagar, Opp. Sheshadripuram College, Bengaluru – 560 020, within the jurisdiction of this Tribunal.
  - B. The Petitioner has submitted that Company has not commenced its business operations from the date of its incorporation due to non-availability of viable projects. The Company is in the process of commencing its operations and filing its pending financial statements with the Respondent. The Company was not carrying on business and the filings were not done due to non-availability of viable projects and some managerial issues.
  - C. The Company undertakes to file the overdue returns such as Balance Sheets, Annual Returns and such other documents that are necessary
  - D. In order to corroborate their submission that the Company is carrying on business, the Petitioner has submitted that the Company has been constantly trying to get viable projects and were able to secure prospective customers in the financial year 2018-19 and confident to get more clients as the Company can take off the business.
  - E. The Registrar of Companies has filed a counter dated 27<sup>th</sup> July, 2018 by inter alia, contending as follows:
    - i. On verification of the MCA 21 portal in the month of March 2017 when action under Section 248(1) of the Companies Act, 2013 was initiated against the eligible companies, it was noticed that the Company has not filed either the Balance sheet or the Annual Returns from the date of incorporation. Therefore, the Respondent issued notice in Form STK-1 dated 17.03.2017 and 27.03.2017 to the Company and its directors respectively, by inter-alia, stating that it had not been carrying on any business or operation for a period of two immediately preceding financial years and has not made any petition within such period for obtaining the status of a dormant company under Section 455 of the

Companies Act, 2013. Though the company was given 30 days' time, they did not submit any response to the impugned notice. .

- ii. No cause was shown either to the physical notices or to the website, Gazette and newspaper notices either by the Company or its Directors. Also since no Balance Sheet or Annual Return was filed by the Company till 21.06.2017, the impugned action was taken in accordance with law.
  - iii. However, the Registrar of Companies submit that there is no prosecution, inspection, technical scrutiny and complaint against the Company and the petition may be considered subject to undertaking given by the company to file all pending returns within 30 days in the MCA 21 Portal from the date of receipt of the order of the Tribunal and subject to the payment of costs.
3. Heard, Shri Sreenivas Babu Penugonda, authorized representative for the Petitioner and also perused all the materials placed on record. The authorized representative relying on the material placed on record, urged the Tribunal to allow the petition in the interest of justice and equity.
  4. The Petitioner further states that the Company has annexed to the Petition, financial statements and annual returns of the Petitioner from 31.03.2013 to 31.3.2017.
  5. We have considered the pleadings of the parties along with the materials available on record. The Petitioner categorically admitted at para 3 (b) in page 2 of the petition inter alia that the Company has not commenced its business operations from the date of its incorporation. Further, it is also averred by the Petitioner at para 3(e) in page 3 of the petition that the Company was not carrying on any business. Further, on perusal of the audited Financial Statements for the financial years 2014-15, 2015-16 and 2016-17, it is quite evident that, the Company is not doing any business, and there are nil assets and liabilities as at 31.03.2017. We are of the view that reasons provided by the Petitioner are not sufficient for restoration of the Company. Further on perusal of the report of the Registrar of Companies, Karnataka it is clear that the company is not carrying on any business. There are no 'just' grounds to order for restoration of the name of the Petitioner Company. No

materials from the side of the Petitioner Company to establish that, it was a going concern at the time when its name was struck off. Therefore we are of the opinion that, the name of the Company cannot be restored. The Petition therefore deserves to be dismissed. The Petition is dismissed. No order as to costs.

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

  
(RAJESWARA RAO VITTANALA)  
MEMBER, JUDICIAL

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