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**NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
COURT NO.1**

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU BENCH, BENGALURU, HELD ON 25.09.2018

PRESENT: 1. Hon'ble member (J) **Shri Rajeswara Rao Vittanala**,
2. Hon'ble member (T) **Dr. Ashok Kumar Mishra**

CP/CA No	Purpose	Section	Name of Petitioner	Petitioner Advocate	Name of Respondent	Respondent Advocate
CP No.385/BB/2018	For pronouncement of order	Sec 252(3)	M/s Azure HRD Pvt Ltd	I Raghavan PCS	ROC	

SL. NO. NAME (IN CAPITAL) & PHONE NUMBER REPRESENTATION TO WHOM SIGNATURE

PETITIONER/s : *Conscientia Law Associates*
Raghavan | K.V. Omprakash
Somnath Joshi
(720653004)
appearing for petitioner. *[Signature]*

RESPONDENT/s :

ORDER

Heard Shri I. Raghavan, learned PCS for Petitioner.

C.P is disposed of, vide separate order.

[Signature]
MEMBER (T)

[Signature]
MEMBER (J)

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[Signature]

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

CP No. 385/BB/2018

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

In the matter of

M/s Azure HRD Private Limited

Represented by its

Promoter Shareholders

Mr. Murugesh Ramiah and Ms. Revathy Muragesh

No. 370, Bluemoon Blossom

2nd Floor, 1st A Cross, 7th Block Koramangala

Bengaluru – 560 095

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

Parties / Counsels Present:

For the Petitioner:

Shri Raghavan and Shri V Omprakash
Authorized Representatives for the Petitioner

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

ORDER

1. The Present Company Petition bearing C.P. No. 385/BB/2018 is filed by Mr. Murugesh Ramiah and Ms. Revathy Muragesh, Promoter Shareholders of M/s Azure HRD 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.

2. The averments made in the petition, counter and affidavits inter alia are as follows:
 - A. M/s Azure HRD Private Limited (hereinafter referred to as the “Company”) was incorporated on 8th July, 2011 bearing CIN No. U74900KA2011PTC059532 having its registered office at No. 370, Bluemoon Blossom, 2nd Floor, 1st A Cross, 7th Block Koramangala, Bengaluru – 560 095, within the jurisdiction of this Tribunal.
 - B. The Petitioner has submitted that the main objects pursued by the Company on its incorporation are inter alias to carry on the business of engineers, specialists, consultants and to act as advisors for setting up projects in India & abroad in computers and allied industries including recruitment, selection of personnel for jobs, contracts, assignments related to or connected therewith and to carry on the business of transfer of skills in information technology from India to other countries and vice versa.
 - C. It is also submitted by the Petitioner that the Company since incorporation has been struggling to empower its business. Due to unavoidable reasons and inadvertent delay was incurred to file the adopted financial statements and annual returns with RoC. The Annual Returns and Financial Statements were not filed with the Respondent erroneously without any malafide intention. The Company was in the process of making the filing with RoC but since the Company was struck off it was impossible to upload the annual e-forms.
 - D. The Company has filed Affidavits dated 14th June, 2018 by the Promoter Shareholders of the Company stating that the Company undertakes to file the overdue returns such as Balance Sheets, Annual Returns and such other documents that are necessary at the earliest.
 - E. In order to corroborate their submission that the Company is carrying on business, the Petitioner has submitted two agreements viz., Preferred Vendor Agreement entered into between Assure Consulting Services Private Limited and the Petitioner dated 29th April, 2017 and Agreement for Recruitment Services entered into between Sentienz Solutions Private Limited and Petitioner dated 1st December, 2017.
 - F. The Registrar of Companies has filed a counter dated 3rd August, 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 the authorized representatives for the Petitioner and also perused all the materials placed on record. The authorized representatives 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 31.03.2012 to 31.3.2017. The financial statements reflect meagre current assets and liabilities including borrowings.

5. We have considered the pleadings of the parties along with the materials available on record. As stated by the learned counsel and various documents submitted by the Petitioner, we are of the view that the Company was doing business while it was struck off. However, it could not comply with the Statutory Filings of the company due to unavoidable reasons and inadvertent delay. Therefore, this Tribunal has to take a lenient view to permit the Company to carry on the business subject to filing of annual returns and payment of costs in order to allow the Company to function.
6. By exercising the powers conferred on this Tribunal under Section 252 of the Companies Act, 2013 read with Rule 87A of NCLT Rules, 2016 and following the ratio laid down by this Tribunal in C.P. No. 209/BB/2018 dated 18th April, 2018, the Company Petition bearing **C.P. No. 385/BB/2018** is disposed of with the following directions:
- a. The Registrar of Companies, Karnataka, the respondent herein, is ordered 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;
 - b. The Company is directed to file all the statutory document(s) along with prescribed fees/ additional fee/fine as decided by Registrar of Companies within 30 days from the date on which its name is restored on the Register of companies by the Registrar of Companies;
 - c. The Company's representative, who has filed the Company Petition, is directed to personally ensure compliance of this order;
 - d. The restoration of the Company's name is also subject to the payment of cost of **Rs. 50,000/- (Rupees Fifty Thousand only)** to the account of Central Government in favour of the Pay & Accounts Officer, Ministry of Corporate Affairs, Southern Region, Chennai.
 - e. The Petitioner is permitted to deliver a certified copy of this order with Registrar of Companies within thirty days of the receipt of this order;
 - f. On such delivery and after duly complying with above directions, the Registrar of Companies, Bengaluru is directed to, on his office name and seal, publish the order in the official Gazette;

- g. This order is confined to the violations, which ultimately led to the impugned action of striking of the Company, and it will not come in the way of Registrar of Companies to take appropriate action(s) in accordance with law, for any other violations /offences, if any, committed by the Company prior or during the striking off of the Company.


(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL


(RAJESWARA RAO VITTANALA)
MEMBER, JUDICIAL

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