

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

CP No. 472/BB/2018

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

In the matter of

M/s Sukrut Human and Organization Consultants Private Limited

Represented by its

Shareholder

Mr. Manab Bose

Shreyas 479/13,

18th Cross, M T B Road, Jayanagar V Block,

Bengaluru – 560 041

...Petitioner

vs

The Registrar of Companies,

Karnataka

2nd Floor, E-Wing, Kendriya Sadan,

Koramangla,

Bengaluru – 560 034

... Respondent

Date of order: 20.09.2018

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 Manjunath

Advocate & Authorized Representative for the Petitioner

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

ORDER

1. The Present Company Petition bearing C.P. No. 472/BB/2018 is filed by Mr. Manab Bose, Shareholder of M/s Sukrut Human and Organization Consultants 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.

2. The averments made in the petition, counter and affidavits inter alia are as follows:
 - A. M/s **Sukrut Human and Organization Consultants Private Limited** (hereinafter referred to as the “**Company**”) was incorporated on 12th May, 2008 bearing CIN No. U80900KA2008PTC046395 having its registered office at Shreyas 479/13, 18th Cross, M T B Road, Jayanagar V Block, Bengaluru – 560 041, within the jurisdiction of this Tribunal.
 - B. The Petitioner has submitted that Company has been carrying on its business and has been operational since incorporation even till date. The main objects of the Company inter alia is to carry on the business of training, counseling, mentoring, coaching, assessments, research and development for psycho-social challenges, life skills, leadership training, development of skilled human resources.
 - C. It is also submitted by the Petitioner that the Company has been duly completing the compliance with respect to approval of annual accounts by the Board of Directors and convening the annual general meetings as prescribed under the Companies Act, 1956/2013. However, due to losses in the Company and technical issues with the digital signatures of the directors, the Company failed to submit necessary eforms.
 - D. The Company has filed Affidavit **dated 23rd July, 2018** by the Shareholder of the Company stating that no abnormal amounts have been deposited in the Company’s Bank Accounts during Demonetization period and further states that the Company has not received any notice from any Income Tax Authorities.
 - E. The Company has filed Affidavits **dated 23rd July, 2018** by the Shareholder 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, within 30 days from the date of restoration of name of the Company by the National Company Law Tribunal.
 - F. In order to corroborate their submission that the Company is carrying on business, the Petitioner has filed copies of the acknowledgements for submission of income tax returns in respect of assessment years 2014-2015, 2015-2016, 2016-2017 and 2017-2018 and bank account statements of the Company for the period from 01.04.2017 to 31.05.2018.

- G. The Registrar of Companies has filed a counter dated 6th September, 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 year 2013-14 onwards. Therefore, the Respondent issued notice in Form STK-1 dated 18.03.2017 and 22.03.2017 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 Manjunath, learned counsel for the Petitioner and also perused all the materials placed on record. The learned counsel 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 31.03.2014 to 31.3.2017. The details of the audited financial statements from 31.03.2015 till 31.03.2017 is mentioned herein under:

Sl. No.	Particulars	For the Financial year (In Rupees)		
		2014-15	2015-16	2016-17
1	Revenue	31,09,166/-	13,04,495/-	2,20,886/-
2	Non-Current Assets	6,58,200/-	4,87,137/-	3,60,776/-
3	Current Assets	29,03,009/-	17,09,290/-	17,45,982/-
4	Long Term Borrowings	37,43,488/-	35,65,138/-	35,65,138/-
5	Current Liabilities	9,43,944/-	10,25,596/-	10,36,844/-

5. We have considered the pleadings of the parties along with the materials available on record. As stated by the learned counsel, the Company is carrying on business. However, it could not comply with the Statutory Filings of the company due to losses in the Company and technical issues with the digital signatures of the directors. Further, it is pertinent to consider that the Company has employees whose interests may be aggrieved if the Company is not restored. 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. 472/BB/2018** is disposed of with the following directions:
- 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;
 - 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

vy