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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

Co. Appeal No. 11/252 (3)/NCLT/AHM/2017

Coram:

**Present: Hon'ble Mr. BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 24.07.2017**

Name of the Company: Ajit Mansharamani & Ors.
V/s.
Registrar of Companies

Section of the Companies Act: Section 252 (3) of the Companies Act, 2013

S.NO. NAME (CAPITAL LETTERS) DESIGNATION REPRESENTATION SIGNATURE


1.

2.

ORDER

None present for Petitioner.

Order pronounced in open Court. Vide separate sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 24th day of July, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AMEDABAD BENCH
AHMEDABAD**

CA NO. 11/252(3)/NCLT/AHM/2017

IN THE MATTER OF:

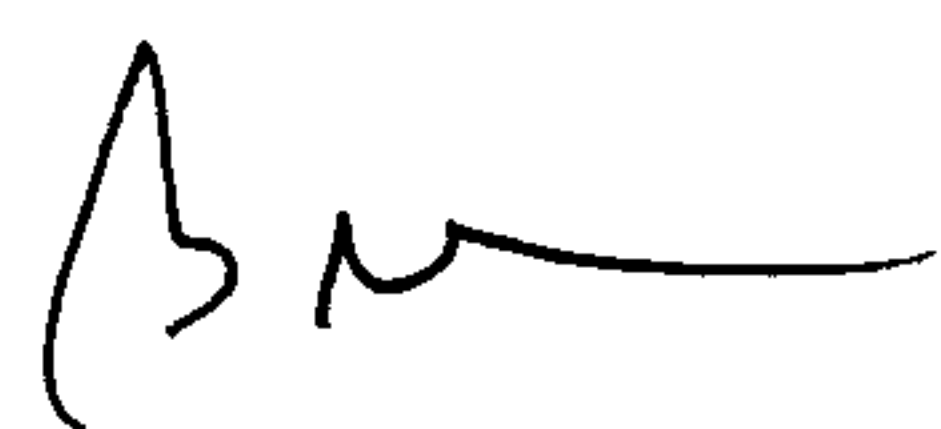
1. Ajit Mansharamani
S/o. Shri Rijhumal T. Mansharmani
21, Sanghi Colony,
Old Palasia
INDORE 452 001 (M.P.)
2. Renu Mansharmani
W/o. Shri Ajit Mansharmani
21, Sanghi Colony,
Old Palasia
INDORE 452 001 (M.P.)
3. Asha Techchandani
W/o. Shri A.P. Techchandani
21, Sanghi Colony,
Old Palasia
INDORE 452 001 (M.P.)
4. Kabir Mansharamani
S/o. Shri Ajit Mansharamani
21, Sanghi Colony,
Old Palasia
INDORE 452 001 (M.P.)

APPELLANTS

Versus

1. The Registrar of Companies
3rd Floor
Sanjay Complex
Jayendra Ganj
Lashkar,
Gwalior 474 001(M.P.)

RESPONDENT



Order Delivered on 24th July, 2017

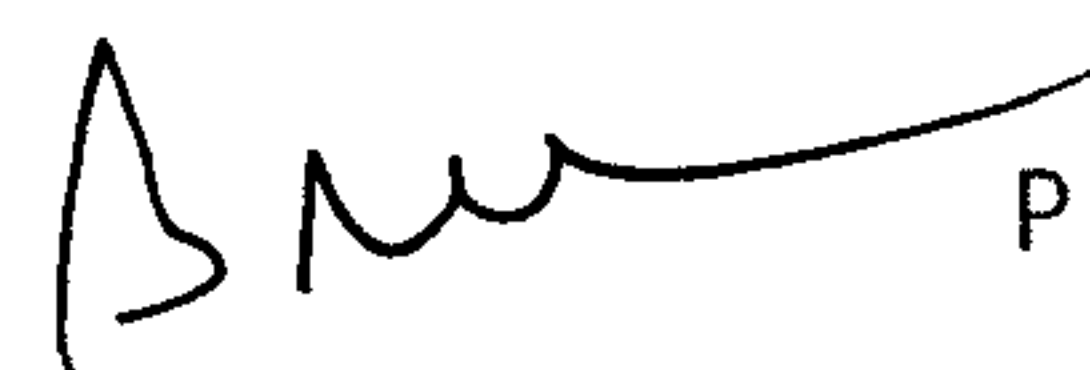
CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Appearance:

Learned PCS Mr. Chetan Patel present for both the sides.

ORDER

1. This appeal is filed under Section 252 (3) of the Companies Act, 2013 with a prayer to restore the name of Perfect Boxes Private Limited. in the register of the Registrar of Companies, Gwalior, Madhya Pradesh and to exempt the petitioner company from filing of annual returns for the years 2007-08 to 2015-16.
2. The appellants are the members of Perfect Boxes Private Limited. The sole respondent is the Registrar of Companies, Gwalior, Madhya Pradesh.
3. It is stated that authorised share capital of the company is Rs. 50,00,000/- divided into 5,00,000 shares of Rs. 10/- each and paid up share capital of the company is Rs. 45,25,000/- divided into 4,52,500 shares of Rs. 10/- each. Further, it is stated that, the appellants are holding 100% total paid-up share capital of the company. The appellants have not been disqualified under the Provisions of the



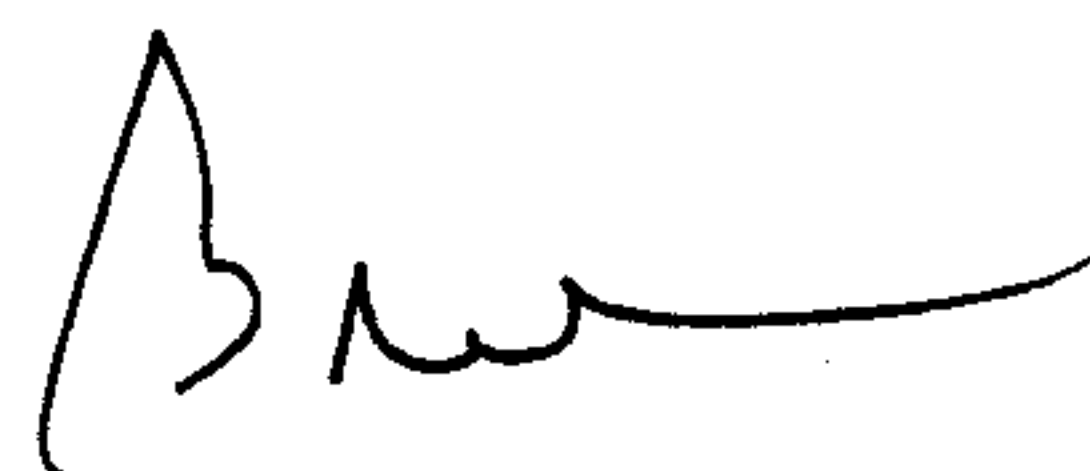
Companies Act. The appellants have invested their hard earned money and valuable time in the affairs of the company.

4. It is stated that, the respondent arbitrarily struck off name of Perfect Boxes Private Limited. from the register of companies without following the procedure prescribed under Section 560 (1), (2), (3) and (5). Such order has been passed by the Registrar of Companies on 28th February, 2008 and the same was published in Gazette dated 1st August, 2009. A copy of Gazette is also filed by the appellants. It is further stated that the appellants came to know that the company is already having long lease property at area No. III of Pithampur, Tehsil & Dist. Dhar, Madhya Pradesh and this lease property is to the extent of 3251.60 sq. metres. Appellants came to know that the lease land was available to the company and the lease rent was required to be paid. Appellants paid considerable amount of lease on 13th April, 2015. The appellants want to restart the business under the leadership of young persons in the family by using the said lease land.

5. In this application, Registrar of Companies has filed reply wherein it is stated that the respondent has no objection if the name of the company is restored in the record of the Registrar of Companies under Section 252 (3) of the Companies Act, 2013 provided the petitioner company file

its all pending balance sheet and annual return for the financial year 2007-08 to 2015-16 as per the requirement of the Companies Act, 1956/2013.

6. The point for consideration is whether Perfect Boxes Private Limited. can be restored in the Register of Companies under Section 252 (3) of the Companies Act 2013.
7. Impugned order dated 28.02.2008 was passed by the Registrar of Companies, Gwalior, Madhya Pradesh striking out name of Perfect Boxes Private Limited. under Section 560 (3) of the Companies Act, 1956.
8. All the four members of Perfect Boxes Private Limited. challenging the said order of ROC, Gwalior filed this appeal invoking Section 252 (3) of the Companies Act 2013. Section 252 (3) of the Companies Act, 2013 prescribes 20 years' period as limitation for an application by the company or any member or creditors or workmen to seek restoration of the company in the Register of Companies. Similar is the provision made available in the Companies Act, 1956 i.e. sub-section (6) of Section 560. The impugned order was passed by the respondent on 28.02.2008 and the same was published in official gazette on 01.08.2009. Therefore, this petition, filed on 19.04.2017 is well within the prescribed

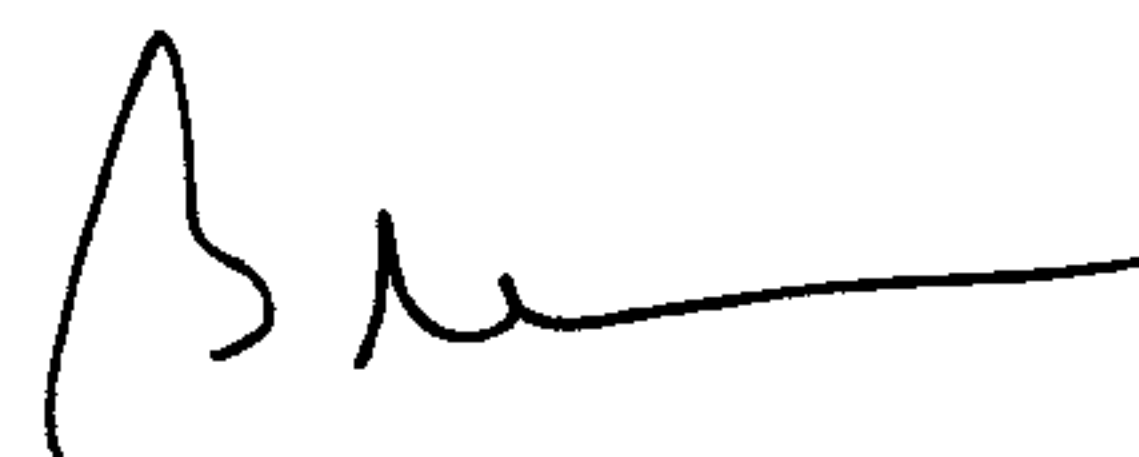


period both under Section 560, sub-section (6) and Section 252 (3) of the Companies Act, 2013.

9. The parameters that were laid down for restoring name of the company in the register of companies are also laid down in sub Section (3) of Section 252. The following are the parameters.

- (1) The company must be carrying out its business when its name was struck off.
- (2) The company must be in operation when name was struck off.
- (3) It is otherwise just that the name of the company be restored to the Register of Companies.

10. Perused the impugned order passed by the Registrar of Companies, Gwalior which is available at page 75 of the petition which goes to show that no reasons were stated in the said notice for striking out the name of Perfect Boxes Private Limited., from the Register of Companies. A perusal of gazette also show that no specific grounds were mentioned for striking out name of the company from the Register of Companies. Moreover, it is stated by the appellants that, Registrar of Companies arbitrarily struck off name of the company from the Register of Companies.



11. Therefore, it can only be said that name of the company has been struck off without any valid reasons. Even otherwise, name of the company can be restored to the Register of Companies, provided it is just to do so. In this context, it is stated in the petition that, appellants being the 100% shareholders of the paid up capital want to do business in one of the leased properties of the company through young persons of their family and it would be advantageous to them to do business in the old name of the company. Therefore, viewing from any angle, name of Perfect Boxes Private Limited. has to be restored in the Register of Companies. Further, Registrar of Companies has stated that he has no objection in restoring name of Perfect Boxes Private Limited., in the Register of Companies provided the company file its annual returns for the years 2007-08 to 2015-16 as per the provisions of the Companies Act, 1956/2013.
12. In view of the above discussion, Registrar of Companies, Gwalior, Madhya Pradesh is directed to restore name of Perfect Boxes Private Limited. in the Register of Companies upon appellants filing the annual returns and balance sheet for the financial years 2007-08 to 2015-16.
13. The petition is accordingly disposed of. No order as to costs.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced in the open court on 24th July, 2017

kmm