

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH**

CP No.472/252/NCLT/MB/MAH/2017

Under Section 252 of the Companies
Act, 2013

In the matter of

Mr. Rajan Jayvant Kamat & Anr.
.....Petitioners/Applicants

v.

Registrar of Companies, Goa,
Daman and Diu

.....Respondent

Order delivered on: 18.12.2017

Coram :

Hon'ble M. K. Shrawat, Member (J)
Hon'ble Bhaskara Pantula Mohan, Member (J)

For the Petitioner:

Ms. Sunila Chavan, Advocate for the Petitioners/Applicants.

Per: *Bhaskara Pantula Mohan, Member (J)*

ORDER

1. This present Petition/Application has been filed under Section 252 of the Companies Act, 2013 (hereinafter as **Act**) by Mr. Rajan Jayvant Kamat and Mrs. Sharmila Rajan Kamat, the Promoters, Directors and Shareholders (hereinafter as **Petitioners**) of "M/s. J R KAMAT AND SONS PRIVATE LIMITED" (hereinafter as **Company**) praying for restoring name of their Company in the Register maintained by the Registrar of Companies, Goa, Daman and Diu (hereinafter as **RoC**).
2. The Company was incorporated with RoC, Goa, Daman and Diu on 28th January, 1980 having CIN: U31200GA1980PTC000385.
3. The Company is engaged in the business of Investment.
4. The name of the Company was struck off the Register on account of the reasons that, the Company is not carrying on any business and that there was no business operation for a period of last two financial



years and have not made any application within such period for obtaining the status of Dormant Company under S.455 of the Act, as noticed in the Notice from the RoC i.e. STK-7 dated 13th July, 2017.

Submissions from the Petitioners:

5. The Advocate for the Petitioners submits that, the Company is a running Company and has assets as well as corresponding liabilities including the statutory dues. Further, the Company has not made any application for obtaining the status of Dormant Company under S.455 of the Act. Further that, the Company had never in the past, on its own moved any application for Strike-off under S. 248(2) of the Companies Act, 2013.
6. It is further submitted that, subsequent to Companies Act, 2013 came into effect, the Company was under misrepresentation that all compliance with RoC under Companies Act, 1956 has been ruled out, hence despite approving the financial statements, requisite E-forms were not filed. Further, the Company being a small company, hence could not hire a professional who could make a follow-up with the required provisions of the RoC.
7. The Learned Advocate for the Petitioners further submitted that, the Company now has all the remaining documents ready and prepared and is willing to file the same before the RoC, if so permitted. Further, the Company is willing to file any other necessary document which are required by the RoC.

Submissions from the Respondent/RoC:

8. The RoC has filed its report in which it is stated that, the RoC has issued the notice in Form STK-1 to the Company on the ground that, the Company is not carrying on any business and that there was no business operation and have not made any application within such period for obtaining the status of Dormant Company under S.455 of the Act.
9. The Company has not filed the Annual Accounts and Returns with the RoC from the F.Y. 2014-2015 and F.Y. 2015-2016. And as the Annual Accounts and Returns were not filed for the said period, the RoC came to conclusion that, the Company has ceased to its business. And consequentially the name has been struck-off from the Register of RoC.
10. However, it is further stated that, the RoC have no objection to restore the name of the Company, as the Company is willing to comply with the provisions of the Act, subject to imposition of Cost.

Findings:

11. That, the facts and circumstances of the case have enlightened that, the relevant documents which are to be filed, are ready with the



Company and the Company is willing to file the same, if so permitted. Further that, the accounts of the Petitioner Company were audited and the audited accounts have been approved within prescribed time. Further that, it is not a case that, the Company is not actively engage in the business or not stopped business activities; as apprehended by the Learned RoC. The ground for strike-off i.e. "no business operations for a period of last two financial years" appears to be incorrect.

12. Hence, upon considering the facts and circumstances of this present petition, this Bench is of the view that, it would be just and proper to order restoration of the name of the Company in the Register of Companies maintained by the RoC.
13. Accordingly, this Petition is allowed. The restoration of the Company's name to the Register of Companies maintained by the RoC Goa, Daman and Diu, is hereby ordered, with a direction that the Company shall comply with the Provisions of the Act. And further it will be subject to payment of costs of Rs. 2,000/- (Rs. Two Thousands only) to be paid by way of Demand Draft in favour of "Pay and Accounts Officer, Ministry of Corporate Affairs, Mumbai", within 7 days from the receipt of the duly certified copy of this Order, to this Office. Consequentially, thereupon the Bank Account/s if freezed shall get defreezed and to be operated by the Petitioner Company.
14. The Petition bearing No. 472/252/NCLT/MB/2017 is, therefore, disposed of on the terms directed above. The Learned RoC shall give effect of this Order only after perusal of the Compliance report of cost imposed. The Company is directed to file all the required documents and shall fulfil other relevant statutory compliances within 30 days from Restoration of its name in the Register of Companies maintained by RoC.
15. Ordered accordingly.

Sd/-

BHASKAR PANTULA MOHAN
MEMBER (JUDICIAL)

Sd/-

M. K. SHRAWAT
MEMBER (JUDICIAL)

Dated: 18th December, 2017