

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH, HYDERABAD**

CA No.282/252/HDB/2017

U/s 252 of the Companies Act, 2013 R/w  
Rule 87A of the NCLT (Amendment) Rules, 2017

**In the matter of**

Octatek Info Solutions Private Limited,  
18-1-762/A, Bhavani Nagar, Tirupathi,  
Chittoor District  
Andhra Pradesh-517 501

... Petitioner/Appellant

**Versus**

The Registrar of Companies  
Andhra Pradesh & Telangana  
2<sup>nd</sup> Floor, Corporate Bhavan  
Bandlaguda, Nagole, Hyderabad  
Telangana 500068.

... Respondent

Date of order: 29.12.2017

**CORAM**

Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)

**Counsels / Parties Present:**

For the Applicant : Dr.K.Lakshmi Narasimha,  
Mr.M.Anil Kumar, Advocates

For the Respondent : Mr. R.C. Mishra, ROC  
Mr.Josekutty V.E., Dy.ROC.

Per: Rajeswara Rao Vittanala, Member (Judicial)

**ORDER**

1. The present Company Application bearing CA No. 282/252/HDB/2017, is filed by M/s. Octatek Info Solutions Private Limited under Section 252 of the Companies Act, 2013 R/w Rule-87A of the National Company Law Tribunal (Amendments) Rules 2017, by inter-alia seeking to direct the Respondent to restore the name of the Company in the Registrar of Companies.



2. The brief facts leading to the filing the present CA, are as follows:

- (a) M/s Octatek Info Solutions Private Limited (hereinafter referred to as the Applicant Company) is a Private Limited Company incorporated under the Companies Act, 1956 on 17.07.2008.
- (a) The main object of the Applicant Company is to carry on business of Software Development, Information Technology enables services, Web Designing, coding and de-coding, internet and intranet business, Business processing outsourcing, Online recruitment in relation to software and information technology related employees, database analysis, design and programming, source code management application, source code, ERP Analysis, Programme, Documentation, Reporting and help systems, application architecture and design, client server software program and development, etc.
- (b) Its Authorised share capital is Rs. 1,00,000/- divided into 10,000 Equity shares of Rs. 10/- each and the issued, subscribed and paid up share capital of Octatek Info Solutions Private Limited is Rs.1,00,000/- divided into 10,000 of Rs.10/- each.
- (c) Since the date of its incorporation of the Company, there is no work orders, hence the Company has not filed any returns either before the Registrar of Companies or before the Income-tax authorities. It is pertinent to mention here that, the Company has received a work order from SAP Solutions, World's third largest software & programming Company & largest Enterprise Resources Planning IT Solutions. Therefore, the Company entered a "Master Partner Agreement" on 01.03.2017 with the SAP Solutions.



The Company will initially engage 10 IT Consultants with an estimated annual budget of USD 300,000 or INR 2 crores and progressively switch operations from USA facility to India facility. When the Company was in expansion of the business in the software business, it is received a show cause notice vide Ref. No. ROCH/ 248(1)/ Removal/ 60181/2017, dated 30.03.2017 under section 248(1) of the Companies Act, 2013, proposed to strike off the name of the Company. However, it is not given any reasons in the show cause notice dated 30.03.2017.

3. Heard Dr.K.Lakshmi Narasimha, learned counsel for the Appellant and Mr. R.C. Mishra, Registrar of Companies.
4. Dr.K.Lakshmi Narasimha, Learned counsel for the Applicant Company submit that there is an urgency in this matter that due to this impugned action of Respondent, the Company cannot file its annual returns and other statutory filings with the RoC. The Company is very much in business, and it does not come under Section 248(1) of the Companies Act, 2013, as submitted by RoC.
5. As per Service Agreement dated 01.03.2017, they shall have an initial term of three years. Thereafter, this agreement will be renewed automatically for successive one (1) year period unless either party terminates as of the end of this initial or a renewal term by giving the other party 14 days prior written notice of termination, or unless terminated pursuant to the provisions of this Agreement. Therefore, he urges the Tribunal to pass interim order, pending final order.
6. Mr. R.C. Misha, Registrar of Companies, who is present today submit that the impugned action taken is in accordance with law. However, this Tribunal can pass





appropriate interim orders, pending report from Registrar of Companies, subject to payment of required fees within the stipulated period.

7. I have considered the pleadings of both the parties along with extant provisions of the Companies Act. It is true that the Applicant Company is not filing its annual returns, balance sheets from its incorporation. However, the Service Agreement dated 01.03.2017 entered by the Company with Octa Tek, Inc, Pennsylvania, USA Corporation, is only for initial term of 3 years from 01.03.2017 and the time is running out. Therefore, in the interest of justice, and in order to ease of doing business, it is necessary to pass interim orders.

8. In view of the above facts and circumstances of the case, and in the interest of justice, while pending the main Company Appeal, I pass the following interim orders:

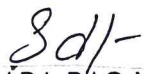
- (a) Registrar of Companies is directed to change the status of the M/s Octatek Infor Solutions Private Limited to "Active" and permit the Applicant Company to upload compliances on MCA Portal by paying necessary prescribed fees, and also to restore the DIN of Director (s).
- (b) Directed Registrar of Companies to take appropriate action within a period of two weeks thereafter;
- (c) Post the CA on 09.02.2018.



प्रमाणित प्रति  
CERTIFIED TRUE COPY

केस संख्या  
CASE NUMBER. CA No. 282/252/HDB/2017  
निर्णय का तारीख  
DATE OF JUDGEMENT. 29.12.2017  
प्रति तैयार किया गया तारीख  
COPY MADE READY ON. 2.1.2018

By.  Jy. Registr./Asst. Registr./Court Officer/  
National Company Law Tribunal, Hyderabad Bench

  
RAJESWARA RAO VITTANALA  
MEMBER (JUDICIAL)