

IN THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH

C.P.No.146/BB/2017

Under Section 252(3) of the Companies Act, 2013  
Order delivered on: 29<sup>th</sup> January 2018

IN THE MATTER OF  
M/S PANORAMA FACILITIES INDIA PRIVATE LIMITED  
VS.  
REGISTRAR OF COMPANIES, KARNATAKA

M/s Panorama Facilities India Private Limited  
No.186/4, J.C.Complex, Sirur Park Road  
Sheshadripuram  
Bengaluru, Karnataka -- 560 045

.. PETITIONER

Versus

The Registrar of Companies  
2<sup>nd</sup> Floor, E-Wing, Kendriya Sadan,  
Koramangla, Bengaluru-560 034

.. RESPONDENT

Coram: Hon'ble Shri RatakondaMurali, Member (Judicial)  
Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

For the Petitioner (s): Mr. Arun Chandran K., PCS

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

Heard on: 17.10.2017, 24.10.2017, 30.11.2017, 20.12.2017, 10.01.2018

**ORDER**

The Petitioner Company M/s Panorama Facilities India Private Limited has filed the present Petition under Section 252(3) of the Companies Act, 2013 with a prayer for issuance of directions to the Registrar of Companies, Karnataka to restore the name of the Petitioner Company in the Register of Companies and to pass such order as deemed fit in the circumstances of the case.

The averments made in the Company Petition are briefly described hereunder:-

The Petitioner Company was originally incorporated on 14<sup>th</sup> June 2013 under the name and style of "M/s Panorama Facilities India Private Limited" with the Registrar of the Companies, Karnataka and obtained Certificate of Incorporation bearing CIN No. U90001KA2013PTC069693.

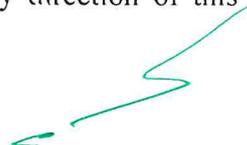
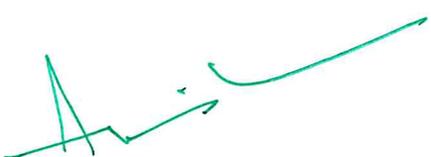
The Registered Office of the Petitioner Company is situated at No. No. 186/4, J.C.Complex, Sirur Park Road, Sheshadripuram, Bengaluru, Karnataka – 560 020.

The authorised share capital of the company is Rs.1,00,000/- divided into 10,000/- equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Company as on the date of application is Rs.1,00,000/- comprising of 10,000 fully paid up equity shares of Rs.10/- each.

The main objects of the Petitioner Company are to carry on the business of providing total facility management, housekeeping services with men, material, chemicals, contractual man power, pantry and catering services, civil maintenance, electrical, plumbing maintenance, garden and lawn maintenance, cleaning services and other allied activities in commercial establishments, industrial, corporate companies etc., in India or elsewhere in the world.

The Practicing Company Secretary has submitted that, the Company has come to know that the status of the Company has been marked as "Stike off" stating that the Company has not been carrying on any business or operations for a period of two immediately preceding financial years. The Notice STK-7 vide Annexure-A3 was issued calling for reply within thirty days.

It is submitted by the Petitioner Company that the non-filing of the financial statements for the F.Y. 2013-14 and 2015-16 and further and returns were unintentional and due to circumstances beyond their control. It is further stated that the Company is carrying on its operations as a going concern and removal of the name of the Company from the Register of Companies will adversely affect the efforts of the Company to scale up its business activities and that the applicants are ready and willing to comply with any direction of this



Tribunal, Registrar of Companies or any other authorities by complying with the requirements under law.

The Practicing Company Secretary has also stated that, the Appellant has filed this petition within the limit laid down under section 252(3) of the Companies Act, 2013 and will take action to streamline the activities of the company in compliance with the requisite statutory provisions.

The Registrar of Companies, Karnataka, Bengaluru has filed Counter Affidavit dated 13<sup>th</sup> December 2017 along with Annexures.

The Registrar of Companies, Karnataka, Bengaluru denied all the averments made in the petition which are specially admitted herein and submitted as follows:

- 1) That 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 seen that the Petitioner Company has not filed either the Balance Sheet or the Annual Returns from the year 2013-14 to 2015-16. Therefore, the Respondent had reasonable cause to believe that the petitioner company is not carrying on any business or operation and therefore a notice in Form STK-1 dated 16/03/2017 was sent to the company. Copy of the said notice is produced and marked as Annexure-II. Further, STK-1 notice dated 31/03/2017 was sent to Mr. Hemasur.dar Reddy Bandi and Ms. Nagarani Mittapalli, Directors of the Company. Copies of the notices sent to the Directors are produced and marked as **Annexure-III, & V** respectively.
- 2) That in the said notice STK-1 that was sent to the company and the directors of the company, it was mentioned that the petitioner company has defaulted in filing of the returns for two immediately preceding financial years and that the respondent proposes to strike off the name of the company from the Register of company as per Section 248 of the

Companies Act, 2013 unless a cause is shown to the contrary with 30 days from the date of receipt of the STK-1 notices.

- 3) That a consolidated notice in STK-5 in English and Hindi was released as per Rule 7 of the Companies (Removal of name of Companies from the Register of Companies) Rule, 2016, in the Official website of the Ministry of Corporate Affairs on 28.04.2017 and in the official Gazette on 20.05.2017 and the same was published in the newspaper in Kannada in Vijay Karnataka (Kannada Edition) and in English in the Times of India on 13.05.2017 and in all the above said notices i.e. STK-1, STK-5 and STK-5A, 30 days' time was given to show cause to the contrary to the action of strike off. Copies of the notice in website, Official Gazette and paper publication in Vijay Karnataka and the Times of India are shown as **Annexures- V, VI, VII & VIII respectively.**
- 4) That since neither cause was shown to either the physical notices or to the website, Gazette and newspaper notices either by the Company or by way of its Directors, and also since no Balance Sheet or Annual Return was filed by the Petitioner company till 21.06.2017 the day on which the list of defaulting companies were crystallized, the Respondent proceeded to strike off the name of the Petitioner Company from the Register of Companies and published a notice in STK-7 in the homepage of the MCA on 17.07.2017. A copy of the said STK-7 Notice is shown as **Annexure – IX.** It was also published in the official Gazette on 29.07.2017 stating that the from 17.07.2017 names of the companies mentioned therein including the petitioner company have been struck off from the Register of Companies as per sec 248(5) of the Act. A copy the publication made in the Official Gazette on 29.07.2017 is shown as **Annexure-X.**
- 5) That the applicant company has cited lack of managerial personnel as a reason for not filing the necessary documents. The company has not filed the Balance sheet and the Annual Report for the year 2013-2014 till 2015-2016 since the inception of the company. It is submitted that the ROC has sent the STK-1 notice to the company and its Directors exactly to the same

address mentioned in the MCA 21 Portal and that the Company has however enclosed the copies of the balance sheets of the company for the years 2013-2014 to 2015-2016 at page Nos.39 to 56 to show that it is functioning company. The turnover for the year ending 31.03.2017 is Rs.5,65,000/- as per their audited Balance Sheet.

- 6) That there is no prosecution, inspection, technical scrutiny and complaint pending against the company.
- 7) That the Petitioner has prayed that the name company be restored to the Register of Companies under section 252 of the Act. Subject to the satisfaction of this Hon'ble Tribunal and in the event of this Hon'ble Tribunal willing to revive the company, then the Respondent humbly prays that this Hon'ble Tribunal may kindly,
  - a) Direct the petitioner to undertake to file the overdue returns upto date within 30 days in the MCA 21 Portal from the date of the order of NCLT reviving the company and comply with the provisions of Companies Act, 2013;
  - b) Direct the Petitioner to pay a cost as decided by this Hon'ble Tribunal to be paid to the account of Central Government by way of a demand draft favouring the Pay and Accounts Officer, Ministry of Corporate Affairs, Southern Region, Chennai, towards the expenses incurred by the Respondent in taking Section 248 action, like postage, stationary, advertisement charges etc.
  - c) Direct that the revival order be automatically vacated if the above compliance are not made within a maximum period of 30 days from the date of the receipt of the order of the Petitioner.

The Petitioner Company had filed the Affidavits dated 27<sup>th</sup> **October, 2017** of the Directors of the Petitioner Company stating that no abnormal amounts has been deposited in the Company's Bank Accounts during Demonetization period and further states that the Petitioner Company has not received any notice from any Income Tax Authorities.

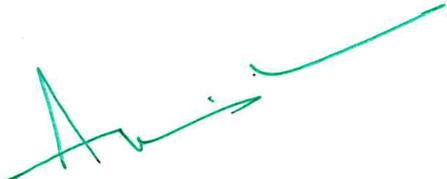
The Respondent/Registrar of Companies, Karnataka, Bengaluru has exercised his power under Section 248 of the Companies Act, 2013 read with

(Removal of Names of Companies from the Register of Companies) Rules, 2016 after following the procedure as per the law, giving opportunity to the Petitioner Company to file its Statutory Returns and upon non-filing of Statutory Returns the name of the Company was struck off, vide his Notice No. STK-7/ROC(B)/2017/1 dated 17<sup>th</sup> July 2017.

It is also averred from the report of Registrar of Companies, Karnataka, Bengaluru that the Petitioner Company has committed a default in not filing the Statutory Returns for the Financial Years 2013-14 to 2015-16 before the Respondent i.e. Registrar of Companies. The Petitioner Company was carrying on the business in the said default period and the Petitioner Company has also filed the Audited Balance Sheet for the Period between 2013-14 to 2015-16 along with this Petition to show its bona fide of carrying on the Business.

Section 252(3) stipulates that “if a company, or any member or creditor or workman thereof feels aggrieved by the company having its name struck off from the Register of Companies, the Tribunal on an application made by the company, member, creditor or workman before the expiry of twenty years from the publication in the Official Gazette of the notice under sub-section (5) of Section 248 may, if satisfied that the company was, at the time of its name being struck off, carrying on business or in operation or otherwise it is just that the name of the company be restored to the register of companies, order the name of the company to be restored to the register of companies, and the Tribunal may, by the order, give such other directions and make such provisions as deemed just for placing the company and all other persons in the same position as nearly as may be as if the name of the company had not been struck off from the register of companies.”

We have heard the Practicing Company Secretary for the Petitioner Company, who contended that, the company is doing its business on a going concern basis in the best possible manner and due to some financial crises was not able to upload the balance sheet and annual returns for the preceding (3) three financial years and further contended that, the company has taken necessary initiative measures to improve the business in the coming years and prayed the Tribunal to revive this Company.



After hearing the Practicing Company Secretary for the Petitioner Company and perusal of the material on record the report of the Registrar of Companies, Karnataka and on going through the provisions of Section 252(3) of the Companies Act, 2013, This Tribunal is of the view that the company was in existence and it is a going concern name of the Company to be restored in the Register of Companies as maintained by Registrar of Companies.

**THIS TRIBUNAL DO FURTHER ORDER:**

The Petitioner Company shall within 30 (thirty) days of the date of the receipt of this order cause a certified copy of this Order along with the copies of Audited Balance Sheet and all other Statutory filings for the period upto 2015-16 in the prescribed format as required under the Companies Act, 2013 be filed with the Registrar of Companies, Karnataka, Bangalore

The Petitioner Company is also directed that, the revival order will be temporarily vacated if the above compliances are not made within the minimum period of 30 days from the date of receipt of this order by the Petitioner Company. The Petitioner Company is directed to pay Rs.75,000/- as cost to the account of Central Government in favour of the Pay & Accounts Officer, Ministry of Corporate Affairs, Sothern Region, Chennai and D.D. drawn to be handed over to Registrar of Companies, Karnataka Bangalore.

The Registrar of Companies, Karnataka is further directed to restore the name of the Petitioner Company i.e. **M/s Panorama Facilities India Private Limited** in the Register of Companies within a period of 15 days from the date of this order, after accepting the Audited Balance sheets and related financial statements and other Statutory Returns after charging additional fee as may be applicable as required under the Companies Act, 2013.

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL  
29.1.18