

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, CHENNAI**

**CP/198(252)/2017**

Under Section 252(1) of the Companies Act, 2013

In the matter of

**M/s. SOFTOUCH SOFTWARE SOLUTIONS INDIA  
PRIVATE LIMITED**

**(CIN: U72300TN1996PTC034473)**

V/s

**The Registrar of Companies, Chennai**

**Order delivered on: 08.01.2018**

**CORAM**

**K. ANANTHA PADMANABHA SWAMY, MEMBER (J)  
S. VIJAYARAGHAVAN, MEMBER (T)**

*For Petitioner: Shri. M Rathinakumar, PCS.*

*For Respondent: Shri. B.Sridhar, Deputy ROC*

**ORDER**

**Per: K. ANANTHA PADMANABHA SWAMY, MEMBER (J)**

1. This is an application No.198(252)/2017 filed under Section 252(1) of the Companies Act, 2013 (hereinafter called as the 'Act') filed by M/s. Softouch Software Solutions India Private Limited, seeking a direction to The Registrar of Companies, Chennai, (the RoC), to restore the Company in the Register of Companies.

2. Brief averments of the Petition are that the Company was incorporated on 12.02.1996 in the State of Tamilnadu and the Authorised Share Capital of the Company is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each and the paid up capital of the Company is Rs.3,00,000/- divided into 30,000 equity shares of Rs.10/- each. The main objects of the Company are i) to explore, work, exercise and develop the software packages and to purchase, take, sell, import, export etc, ii) to carry on the business of consultancy for performing Electronic Data Processing System analysis and programming work and to provide a high standard of technical competence and introduce techniques and refinements not readily known to in house computer personnel, iii) to establish, provide, maintain and conduct research units, training units and other units for the training, education and instruction to students and others who may desire to learn about computer hardware and software and to provide for the delivery, holding of lectures, demos, classes, meetings and conferences in connection therewith, iv) to buy, sell, import, export, let on hire or otherwise deal in all types

of hardware equipment, chips, peripherals or any other form of computer components and v) to process the data of various concerns like schools, hospitals, trading and industrial undertakings, banks, small business units into statement in the area of financial accounting and book keeping, inventory planning, accounting and control, labour accounting and control, production planning and control, fixed assets control, sales accounting and control, cost accounting and such other pertinent areas through computers which are electronic devices with associated electromechanical equipment, desk top printing. The Company had not filed the Balance Sheet and Annual Returns from the financial years 2011-2012 onwards. The company received a Show Cause Notice for non-filing of annual returns and financial statements. ROC, Chennai has struck off the name of the company w.e.f. 5.07.2017 as per the Public Notice No. ROC/CHN/STK-7/1/2017 of MCA in form STK-7 at S.No.303. The Company is still carrying on its business and its activities and therefore the present Petition is filed for

restoration of the name of the company in the Register of Companies.

3. The petitioner submitted that non-filing of the balance sheet and annual returns from the financial year 2011-2012 onwards is only due to unavoidable reasons, as the company was not in touch with the person entrusted for filing on annual accounts and annual returns. The petitioner confirms the availability of all audited financial statements upto date and undertakes to update the filing of the pending annual returns and financial statements with the Register of Companies within such time as may be allowed. However, action under Section 248 of the Act was initiated by striking off the name of the Company by the Registrar of Companies and consequently the order of “struck off” was published in the Gazette of India dated 15<sup>th</sup>-21<sup>st</sup> July, 2017 in page No.14557 under S.No.303.
4. The ROC who is Respondent herein has filed the Report wherein the details of the Company such as incorporation, address of the registered office and its main objects as per the Memorandum of Association are mentioned. While

submitting the above facts, the ROC has stated that the application may be considered on merits and to direct the applicant to file all pending financial statements and annual returns and pass orders imposing costs on the applicant. The ROC inter-alia mentioned in his Report that the Company be directed to file an undertaking stating that the accounts of the company was not used as means to transact tainted money during the period of demonetisation.

5. Heard. Perused pleadings and the documents filed in support of the contention of the both parties.

### **ORDER**

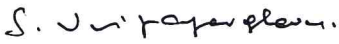
1. Having satisfied with the reasons mentioned above, we are of the opinion that it would be just and proper to order **restoration of the name of the Company in the Register of Companies.**
2. The Company shall file all the pending financial statements and Annual Returns with RoC as per the Act and Rules made thereunder besides filing an Affidavit stating that the Company was not involved in money

laundering activities during demonetization period or any unlawful activities during the relevant period.

3. Further the Applicant Company is directed to pay **the cost of Rs.10,000/-** (Rupees Ten Thousand Only) to the ROC while submitting the documents. This is for the expenses incurred by ROC for publication in the Official Gazette and for other related expenses. Accordingly, the **application is allowed.**

4. The ROC is directed to restore the Company in the Register of Companies. The applicant is directed **to place this order with ROC within 30 days** from the date of receipt of this order.

5. Company Petition No.198/(252)/2017 is hereby **disposed of.**

  
(S.VIJAYARAGHAVAN)  
MEMBER (TECHNICAL)

  
(K.ANANTHA PADMANABHA SWAMY)  
MEMBER (JUDICIAL)

TJS