

**In the National Company Law Tribunal
Single Bench, Chennai**

CP/98(252)/2017&

IA/96/2017

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

In the matter of

M/s Trans Pacific Logistics Private Limited

Vs.

M/s The Registrar of Companies, Chennai, Tamilnadu.

Order delivered on 6.11.2017

For the Petitioner: Shri.A.Narayanan, Advocate

Per: K.Anantha Padmanabha Swamy, Member(J)

ORDER

This is an application No.CA.98/2017 filed under section 252(1) of the Companies Act, 2013 (hereinafter called as the Act) filed by M/s Trans Pacific Logistics Private Limited (hereinafter called as the Company) seeking a direction to the Registrar of Companies, Tamilnadu, Chennai (the ROC) to restore the Company in the Registrar of Companies. Also filed an I.A.No.96/2017 for defreezing the Bank Account.

2. Brief averments of the application are that the Company was incorporated on 08.10.2017 in the State of Tamil Nadu and the authorised capital of the Company is Rs.1,00,000/- divided into 1000 equity shares of Rs.100/- each and the paid up capital of the Company is Rs.1,00,000/- divided into 1000 equity shares of Rs.100/- each. The Company is engaged in the business of clearing and forwarding agents in Chennai harbour, mentioned in clause III(A) of its memorandum of association of the Company. The Company has filed its annual accounts till the financial year 2012-2013 with the ROC, however, inadvertently the annual accounts of the subsequent years have not been filed with the ROC as the Company does not have any professional guidance. The ROC has issued notice under section 248 of the Act and the Company did not receive the same. The ROC subsequently, struck off the name of the Company from the register of companies and the Company came to know



the same only from the Notice of Striking Off and Dissolution bearing No.ROC/CHN/STK-7/1/2017 dated 5-7-2017 issued by the ROS under section 248(5) of the Act. The Company is still carrying on its business and its activities and therefore the present application is filed challenging the above said "Notice of Striking Off and Dissolution" of the ROC.

4. In the I.A.No.96/2017, it is stated that the Applicant Company has received a letter dated 10.10.2017 from the ICICI Bank freezing the Applicant Company's Bank Account No.057405001153 (hereinafter called "the Bank Account") with immediate effect based on the ROC's order striking off name.

5. The ROC who is respondent herein has filed counter affidavit wherein it is mentioned about the details of the Company such as incorporation, address of the registered office and its main objects as per the memorandum of association. Since the Company failed to file the balance sheets and the annual returns from the financial year 2013-2014 onwards, action under section 248 of the Act was initiated by striking off the name of the Company from the Registrar of Companies and consequently the struck off was published in the Gazette of India dated 15-21st July, 2017 in page No.14598 under S.No.2328. The ROC inter-alia mentioned in the counter statement 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.

6. By 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 order levying cost on the applicant.

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

8. The Advocate representing the applicant company has submitted that the company failed to comply with the statutory requirements like filing of financial statements and annual returns from the year 2013-2014 inadvertently as the Company does not have any professional guidance. For the said non-compliance, the ROC has issued the notice bearing No.ROC/CHN/STK-7/1/2017 dated 5-7-2017 "Striking off and dissolution". The Advocate has also submitted that show cause notice issued by the ROC has not been received by the



Company. In these circumstances, being aggrieved by the action of striking of the name of the Company from the Register of Companies, the present CA is filed seeking to give direction to ROC to restore the name of the Company in the Register of Companies in terms of Section 252(3) of the Act and also to permit the applicant to comply with all the statutory requirements as per the Act.

9. As seen the counter affidavit filed by the respondent ROC, it is prayed to consider the application on merits and to direct the applicant to comply with the statutory requirements as per the Act and to impose costs.

10. The violation which is accepted by the applicant is not grave in nature and the said non filing of documents is only due to inadvertence and lack of professional guidance. In view of the forgoing discussions and upon considering the facts and circumstances of the application, I am of the view that it would be just and proper to order restoration of the name of the Company in the Register of Companies.

11. The applicant is directed to place this order with ROC within 30 days from the date of receipt of this order. In turn, after the receipt of the order, the ROC shall publish the order in the Official Gazette.

12. 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 has not involved in any unlawful activities during the interregnum period. Further I direct the applicant company to pay the cost of Rs.10000/- (Rupees ten thousand only) to the ROC while submitting the documents. Accordingly the application is allowed.

13. I.A.96/2017

Since the main application for restoration is allowed, the applicant is directed to approach the concerned authorities for defreezing the bank accounts after the name of the company is restored by producing this order to ROC.

14. Hence, with the above observation, this petition & IA are disposed off.



K.Anantha Padmanabha Swamy
Member(Judicial)