

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

CP/126(252)/2017

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

In the matter of

M/s Spectrum7 Technologies Private Limited

Vs.

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

Order delivered on 8.11.2017

For the Petitioner: Shri.M. Asir Raja Selvan, PCS

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

ORDER

This is an application No.CP.126/2017 filed under section 252(1) of the Companies Act, 2013 (hereinafter called as the Act) filed by M/s SPECTRUM7 TECHNOLOGIES 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.

2. Brief averments of the application are that the Company was incorporated on 23.06.2008 in the State of Tamil Nadu and the authorised capital of the Company is Rs.1,00,000/- divided into 10000 equity shares of Rs.10/- each and the paid up capital of the Company is Rs.1,00,000/- divided into 10000 equity shares of Rs.10/- each. The Company is engaged in the business of as designers, developers, consultants, dealers, sellers, buyers, importers, exporters, and processors of all types in all kinds and descriptions software products etc. mentioned in clause III(A) of its memorandum of association of the Company.

3.The Company has filed its annual accounts till the financial year 2009-2010 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/S248/Stk1/2017/SK/BS/VR dated nil 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. 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 2010-2011 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.14619 under S.No.3309. 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.

5. 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.

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

7. The PCS 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 2010-2011 to 2015-2016 inadvertently due to frequent travel and non-availability of administrative and supporting staff.. For the said non-compliance, the ROC has issued the notice bearing No.ROC/S248/Stk1/2017/SK/BS/VR dated nil "Striking off and dissolution". The PCS has also submitted that show cause notice issued by the ROC has been received by the Company and could not respond to ROC within 30 days. 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.

8. 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.

9. Failure to file statutory returns had occurred inadvertently without any malafide / wilfull intention on the part of the Company or any of its directors. The violation which is accepted by the applicant is not grave in nature and the said non filing of documents is only due to frequent travel and non-availability administrative and supporting staff. Having satisfied with the reasons as mentioned, in view of the forgoing discussions and upon considering the facts and circumstances of the application, I am of the opinion that it would be just and proper to order restoration of the name of the Company in the Register of Companies.

10. 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.

11. 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.

12. Hence, with the above observation, this petition is disposed off.



K.Anantha Padmanabha Swamy
Member(Judicial)