

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, CHENNAI

CP/148(252)/2017

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

In the matter of
M/s.S.G.Logistics Private Limited
Vs.
Registrar of Companies, Chennai, Tamilnadu.

Order delivered on 05 .12.2017

CORAM

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

For the Petitioner: Ms.R.Ovia, PCS

For the Respondents: Mr.B.Sarath Babu, Representative of ROC

PER: K.ANANTHA PADMANABHA SWAMY, MEMBER(J)

ORDER

1. This is an application No.148/2017 filed under Section 252 of the Companies Act, 2013 (hereinafter called as the Act) filed by M/s.S.G.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.

2. Brief averments of the application are that the Company was incorporated on 20.04.2004 in the State of Tamil Nadu and the authorised 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.5,00,000/- divided into 50,000 equity shares of Rs.10/- each. The Company is engaged in the business as clearing and forwarding, establishing warehouses and technical, commercial, financial and management consultants. On March 2017, the Company had not filed annual returns and financial statements for the financial years 2013-14 to 2015-16. The company received a Show cause Notice bearing **No.ROC/S.248/Stk1/2017/SK/BS/VR dated 24-03-2017** for non filing of annual returns and financial statements. The company has belatedly filed the annual returns and financial statements for the financial years 2013-14 and 2014-15 on 07/06/2017 only and has failed to file the annual return and financial statement for the financial year 2015-16. ROC Chennai has struck off the name of the company w.e.f. 05.07.2017 as per the Public Notice No.ROC/CHN/STK-7/1/2017 of MCA in form STK-7 at S.No.11992. 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" of the ROC.

3. The petitioner submitted that the delay in filing the annual returns and financial statements for the financial years 2013-

2014 and 2014-15 and the non-filing of the annual return and financial statements for the financial year 2015-16 and 2016-17 is only due to administrative lapses and confirms the availability of all audited financial statements upto date and undertakes to update the filing of the pending annual returns and financial statements for the years 2015-2016 and 2016-17 with the Registrar of Companies within such time as the National Company Law Tribunal Allows.

The company as freight forwarders and clearing agents carries customs license in its name which is inevitable for the day to day operations of the company and restoration of the company is urgently required. Subsequently, the petitioner herein has filed the pending financial statements and Annual Returns with the Registrar on 7th June, 2017 with necessary Additional Fees. The copies of the GAR 7 Receipt generated by the MCA Portal for having received the Documents with the necessary Additional Fees for the pending years have been submitted. The petitioner, herein did not inform the Respondent about the compliance separately under the belief that the respondent would be taking action after verification of the updated compliance. 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 15th-21st July, 2017 in page No.14798 under S.No.11992.

4. “The ROC, who is respondent herein, has filed counter affidavit 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 order imposing costs on the applicant. The ROC has 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. 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, the Tribunal is 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 the 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 Registrar of Companies. The applicant is directed to **place this order with ROC within 30 days** from the date of receipt of this order.

Company Petition No.CP/148/(252)/2017 is hereby **disposed of.**


(S.VIJAYARAGHAVAN)
MEMBER (TECHNICAL)


(K.ANANTHA PADMANABHA SWAMY)
MEMBER (JUDICIAL)

/pb/