

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

**CP/90 (252)/2017**

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

**In the matter of**

M/s. Subash Infrastructures India Private Limited  
V/s  
The Registrar of Companies, Coimbatore, Tamilnadu

**Order delivered on:07.12.2017**

For the Petitioners/OC: Shri M. Rathina Kumar, PCS

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

**ORDER**

1. This is an application No.CP.90/2017 filed under section 252(1) of the Companies Act, 2013 (hereinafter called as the Act) filed by M/s. Subash Infrastructures India Private Limited, seeking a direction to The Registrar of Companies, Tamilnadu, Coimbatore (the ROC) to restore the Company in the Register of Companies.
2. Brief averments of the application are that the Company was incorporated on 04.07.2008 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 to construct, build, alter, develop



and act as supervisor, administrator, contractor, sub-contractor, labour contractor, turnkey contractor and manager of all types of construction and development works in multi stored building, complexes, housing projects, roads, railways, bridges, dams and related areas etc, mentioned in clause III (A) of its memorandum of association of the Company.

3. The Company has filed its Balance Sheets and Annual Returns up to the financial year 2009-2010. After that, the Company did not file the Balance sheet and Annual Returns for the financial year 2010-2011 to till date. The reason given by the Company for non-filing of returns is only due to non co-ordination with professionals for completion of annual filing in accordance with the Companies Act, 2013.
4. The ROC has issued notice under section 248 of the Act, 2013 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/CBE/STK/1/2017 dated 16.03.2017 issued by the ROC 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.

5. The ROC who is respondent herein has filed the report 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. The Petitioner Company failed balance sheets and the annual returns up to the financial year 2009-2010. After that the petitioner company not filed Balance sheet and Annual Returns from the financial year 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 27.5.2017. 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.

6. By submitting the above facts the ROC has stated that the application may be considered on merits and to direct the applicant Company to file all pending financial statements and annual returns and pass order levying cost on the applicant Company.

7. Heard. Perused pleadings and the documents filed in support of the contention of the both parties.
8. 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 inadvertently to till date in the terms of provisions of the companies Act, 2013. For the said non-compliance, the ROC has issued the notice bearing No. . ROC/CBE/STK/1/2017 dated 16.03.2017 “Striking off and dissolution”. The PCS 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 petition 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 Company to comply with all the statutory requirements as per the Act.
9. As per the Report filed by the respondent ROC, it is prayed, to consider the application on merits and to direct the applicant Company to give an undertaking stating that the accounts of the said Company was not used as means to transact tainted money during the period of demonetisation



and also to direct the applicant Company to file all pending financial statements and annual returns including awarding of costs.

10. The violation which is accepted by the applicant Company is not grave and serious in nature and the said non filing of documents is only.

### **ORDER**

1. Having satisfied with the reasons mentioned above, 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.**
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. Further I direct the applicant company to pay **the cost of Rs.25,000/-** (Rupees Twenty Five Thousand Only) is imposed on the Applicant Company which has to be paid to the Registrar of Companies as per the procedure prescribed for incurring the expenses for processing the

file for restoring the Company in the register of ROC.

Accordingly, the **application is allowed.**

3. 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.
4. Accordingly the Company Petition No. **CP/90/(252)/2017** stands **disposed of.**



**(K.ANANTHA PADMANABHA SWAMY)**  
**MEMBER (JUDICIAL)**

TJS