

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

CP/166 (252)/2017

Under Section 252 of the Companies Act, 2013

In the matter of

M/s. Tuticorin Logistics Private Limited
V/s
The Registrar of Companies, Chennai, Tamilnadu

Order delivered on: 13.12.2017

Coram:

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

*For the Petitioners: Shri. Antony Edgar, CA
For the Respondent: Shri.B.Sharath Babu,
Counsel for ROC*

ORDER

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

1. Under consideration is a Company Petition No. 166/252/2017 filed by the above mentioned Petitioner Company under section 252(1) of the Companies Act, 2013 (hereinafter called as the Act) by virtue of which M/s .Tuticorin Logistics Private Limited, having CIN No: U63010TN2009PTC070454 and its registered office is situated at 144B/2, Polpettai West, Thoothukudi-628 002. The prayer is made to seek order for restoration of the name of the Applicant Company to the Registrar of Companies (The ROC), Chennai, Tamil Nadu.

2. Brief averments: The Applicant Company is a private limited Company and it was incorporated on 13.01.2009 under the Companies Act, 1956. The Authorised Share Capital of the Company is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each and the issued, subscribed & paid up Capital is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each. The main object of the Applicant Company is engaged in the business of freight forwarding agents, liner agents, non vessel owning agents and act as agents for multimodal transport operations worldwide etc.
3. It has been submitted that the Applicant Company is a private limited company and it has been active since incorporation. The Applicant Company has not filed its Financial Statements and Annual Returns for two consecutive year ended 31.03.2015 and 31.03.2016.
4. The ROC has issued notice under section 248 of the Act, 2013. The ROC has subsequently, "struck off" the name of the Company from the register of companies and the Company came to know of the fact only from the Notice of "Striking Off" Form STK-1 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 for restoring the status of the company in the Registrar of Companies.

5. The Counsel appearing for the ROC filed the report wherein it has been stated that the applicant company has not filed its Balance Sheet and Annual Returns for two consecutive years 2014-15 and 2015-16. The Respondent has therefore initiated action under section 248 of the Act, 2013 for “striking off” the name of the Company from the Registrar of Companies and consequently the fact of “struck off” was published in the Gazette of India dated 15-21st July, 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. It has further 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 an 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 PCA representing the applicant company has submitted that the company failed to comply with the statutory

requirements like filing of financial statements and annual returns for two consecutive year ended 31.03.2015 and 31.03.2016. 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". In these circumstances, being aggrieved by the action of "striking off" 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 other statutory requirements as per the Act.

9. The violation which is accepted by the applicant Company is due to non-filing of documents. The reason mentioned in the petition is that the accounts of the petitioner company were prepared and audited and that the company had engaged the services of a Company Secretary to perform the task of filing the returns with the office of the Registrar of Companies and "The Company Secretary" did not reveal this fact to the Directors of the petitioner company.
10. Further, the respondent/ROC in their report by way of counter submitted that this application may be considered on



merits with a direction to the petitioner to file the above statements. Considering the above and having satisfied with the reasons stated in the petition for non filing of returns and forms with ROC, we are inclined to pass the following

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. Further we direct the applicant company to pay **the cost of Rs.10,000/-** (Rupees Ten Thousand Only) 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/166/(252)/2017** stands **disposed of**.

S. vijayaraghavan
(S. Vijayaraghavan)
Member (Technical)


(K. Anantha Padmanabha Swamy)
Member (Judicial)

TJS