

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD**

**CA No.112/252/HDB/2017
U/s 252 of the Companies Act, 2013**

In the matter of

MDN Edify Education Private Limited,
Registered office at 306, 3rd Floor,
Kabra Complex, 61, M G Road,
Secundrabad- 500003, Telangana.

... Applicant



Versus

Registrar of Companies, Hyderabad
For Andhra Pradesh and Telangana
2nd Floor, Corporate Bhawan, GSI Post
Nagole, Bandlaguda,
Hyderabad – 500068
Telangana

...Respondent

Date of order: 03.11.2017

CORAM

**Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)
Hon'ble Shri Ravikumar Duraisamy, Member (Technical)**

Parties / Counsel present

For the Applicant :

Shri Y. Suryanarayana
Shri Vikas Sirohiya (PCS)

Per: Ravikumar Duraisamy, Member (Technical)

ORDER

1. The Present Company Application bearing CA. No. 112/252/HDB/2017, is filed by MDN Edify Education Private Limited under section 252 of the Companies Act, 2013, by inter-alia, seeking the following reliefs:

- a. To pass necessary order restoring the name of the Company in the Register of Companies maintained by the Registrar of Companies, Telangana and Andhra Pradesh,
- b. Consequently, to direct the Registrar of Companies, Telangana and Andhra Pradesh to restore the name in the Register of Companies and direct them to do all such acts and things as may be required, in order to give an effect to the directions of the Hon'ble Tribunal,
- c. To pass such order or orders as this Hon'ble Tribunal deems fit in the circumstances of the case.



2. **Brief facts mentioned in Application:**

- i. The Applicant Company was incorporated in Hyderabad on 13.05.2009 .The Authorized share capital of the Company is Rs.1,00,000/- (Rupees One Lakh only) divided into 10,000/- (Ten Thousand Only) equity shares of Rs.10/- (Rupees Ten Only) each. The current issued, subscribed and paid up capital of the company is Rs.1,00,000/- (Rupees One Lakh only) divided into 10,000/- (Ten Thousand Only) equity shares of Rs.10/- (Rupees Ten Only) each.
- ii. The main objects for which the company was incorporated, as given in the Memorandum of Association are as under:
 - a. To establish, take over and run educational institutions such as pre-school, primary, secondary schools, intermediate, degree and post graduate institutions/ colleges and other forms of educational institutions including those for the purpose of providing coaching and training to students appearing for entrance, preliminary and main exams of competitive

India or abroad, to provide value based education including vocational , non- vocational, regular and academic education along with extra- curricular activities of whatever nature and type, and to provide graduation and post-graduation courses in the fields of, including but not limited to science, engineering, mathematics, commerce, management, bio-technology, literature, history, arts, economics either physically, online or nay other media of instruction in conformity with the broad policies of Government of India, either on its own or through franchisees/ branches, affiliates/ accreditations.

- b. To network and affiliate with educational institutions, state and non-state agencies and do other academic organisations already functioning in the field of education and to coordinate and help their working. Etc...

- iii. It is submitted by the applicants that the management was grappling with various unforeseen issues. That, further the Company, being a closely held entity was manged by the promoters themselves with little or no assistance of professionals. That the Company, working on a low scale, could not afford to engage the full time services of qualified professionals to handle the statutory compliances. It is also submitted that the Applicant Company has been duly conducting Board Meetings/ the Annual General Meetings within the prescribed timelines and inter alia, accounts are duly approved and adopted thereat.

- iv. That upon perusal of the "Company Master Data" available on the Portal of Ministry of Corporate Affairs, it was learnt that the status of the Company (for e- filling) appears as "Strike Off". It is submitted that the name of the Applicant Company has been included in the list of Companies, annexed to the Public Notice (Form STK-5) issued by the Registrar of Companies, AP and Telangana on 05.05.2017 proposing to remove the name of the Company from the Register of Companies and dissolve the same.

- v. That it is submitted that the Applicant Company is actively carrying on its business since incorporation and has never suspended its business at any point of time till date. The Company has entered



into franchisee agreements with various parties who are running the schools under the brand name of EDIFY and in affiliation of the Applicant Company. That the applicant company, is a going concern and has no intentions of abandoning or suspending the activities of the Company.

- vi. Thus this Company Application is filed by the Applicant with the intention to get the Name of the Company restored in the Register of Companies in order to carry on the Company's business and work.
- vii. The Applicant Company passed Board Resolution dated 31.08.2017 to make an application for restoration of name before Hon'ble National Company Law Tribunal (NCLT) and authorised Managing Director of the Company to take necessary steps in this regard.



The case was first listed on 27.09.2017 for admission, but none appeared for the Applicant and Respondent. Thus, the case was posted on 03.10.2017 and again on date of hearing on 03.10.2017, none appeared from both the parties, further the case was posted on 10.10.2017 under the caption for "Dismissal".

- 4. That on 09.10.2017, memo was filed by the Applicant stating that requisite corrections were carried out in the Application before the registry in respect of the:
 - i. The particulars of present Authorised and paid up Capital of the Company were mentioned in the Application.
 - ii. The word "Petition" was replaced with the word "Application" in the Affidavit verifying Application.
- 5. That on date of hearing on 10.10.2017, Ld. Counsel for Petitioner Mr. Vikas Sirohiya was heard and he submitted that he has already complied with the objections raised by the registry. The case was further posted on 03.11.2017 with directions to ROC to furnish his report within two weeks.
- 6. ROC has submitted its report on 02.11.2017 providing the following comments:
 - a. The Company did not file the Annual Accounts and Annual Returns Consequently for 2013- 2014, 2014-2015 and 2015-2016

financial years hence the Company was identified for strike off u/s 248(1) and notice was issued and also STK1 notice dated 17.03.2017 was issued and published in the Gazette and there after Company was marked Strike off in MCA portal and STK5 notice also published in the Gazette on 27.05.2017. Company has submitted a reply to STK5 notice requesting not to strike off the Company, hence this office has not taken further steps to issue STK7 final notice u/s 248(5) of Company Act, 2013 for strike off.

- b. It is also submitted by the ROC that Hon'ble Bench may direct the Petitioner to file all the pending returns, namely Annual Returns/ Balance Sheet with fees and additional fees as prescribed under the provisions of the Companies Act, 2013
- c. It is further submitted that the Petitioner may also be directed to ensure statutory compliance of applicable provisions of the Companies Act, 2013 without any delay in future.



7. That on 03.11.2017, the Ld. Counsel Shri. Y. Suryanarayana for the Petitioner was heard and none appeared for Respondent. Shri Y. Suryanarayana prayed for restoration of the name of the Company in the Register of Companies maintained by Registrar of Companies and seeking permission to file its Annual Reports/ Balance Sheets for the last three years with ROC.
8. We are of the considered view that after hearing the Ld. Counsel, considering all the facts and circumstances the applicant is permitted to file necessary documents in accordance with the provisions to ROC within a period of 15 days with necessary filing fees and additional fees as applicable.
9. Accordingly, the Application bearing CA No. 112/252/HDB/2017 is disposed off and the Applicant is directed to file all the pending returns i.e. Annual Return and Balance Sheet for the financial years 2013-2014, 2014-2015, and 2015-2016 with fees and additional fees. The name of the Applicant Company, shall, stand restored to the Register of ROC as if the name of the Company had not been struck off in accordance with Section 252(3) of the Companies Act, 2013 subject to the following directions:

- a. Payment of cost of Rs. 2 Lakhs to the Pay & Accounts Officer Ministry of Corporate Affairs, Chennai, within two weeks from the date of receipt of copy of this order.
- b. The Applicant Company shall file an affidavit confirming Non receipt/ deposit of any huge amount of cash in violation of Income Tax Act/Rules, or any other Applicable Banking Rules and Regulations, post Demonetisation.



10. Liberty is granted to the ROC to proceed with penal action against the Applicant, if so advised, on account of the Applicant's alleged defaults in compliance with any other provisions of the Companies Act, 2013.

Sd/-

RAVIKUMAR DURASAMY
MEMBER (TECHNICAL)

Sd/-

RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)


for Dy. Regr./Asst. Regr./Court Officer/
National Company Law Tribunal, Hyderabad Bench

प्रमाणित प्रति
CERTIFIED TRUE COPY
केस संख्या
CASE NUMBER. CA No. 112/252/HDB/2017
निर्णय का तारीख
DATE OF JUDGEMENT. 3.11.2017
प्रति तैयार किया गया तारीख
COPY MADE READY ON. 13.12.2017