

(2024) 03 NCLT CK 0046

National Company Law Tribunal, Mumbai Bench Court III

Case No: CA No.: 115/252/MB/2023

ZEP Womens Infrastructure

Private Limited

APPELLANT

Vs

Registrar Of Companies Pune

RESPONDENT

Date of Decision: March 14, 2024

Acts Referred:

- Companies Act, 2013 - Section 248, 252(1), 403, 455

Hon'ble Judges: Kishore Vemulappalli, Member (J); Charanjeet Singh Gulati, Member (T)

Bench: Division Bench

Advocate: Anuj Rajender

Final Decision: Disposed Of

Judgement

1. This present Petition has been filed under Section 252(1) of the Companies Act, 2013 (hereinafter as Act) by the director of "ZEP Womens Infrastructure Private Limited" (company) praying for restoration of its name in the Register of Companies maintained by the Registrar of Companies, Pune (hereinafter as ROC).

2. The name of the company was struck off from the Register on account of the reasons that it was not carrying on any business operation for a period of last two financial years. The ROC has published a public notice for Striking off and Dissolution of Company i.e. STK-7 dated 25.10.2019.

Submissions from the Petitioners:

3. The Company has been incorporated as a Private Limited Company on 25.04.2013 under the Companies Act, 1956. The Authorized Share Capital of the Company is Rs. 2,00,000/-consisting of 20,000 equity shares of Rs. 10/- each and the issued, subscribed and paid up share capital is Rs. 1,00,000/- consisting of 10, 000/- equity shares of Rs. 10

each as per the records in the MCA.

4. The main business activities of the Company are-

a. To carry on the business venture as developers and builders of land, building, structures, residential plots, commercial plots, industrial plots, agricultural plots, road, bridges, shops, go-downs, warehouses, canals, culverts, turnkey projects and to establish, equip, develop, maintain infrastructure facilities like rails, roads, dams, power stations, hotels, hospitals, drainage and sewage work, water distribution and filtration systems, docks, harbors and similar infrastructure facilities and development of land and to manage develop large construction projects such as development of townships, housing, manage real estate projects, provide project related services such as sourcing of land, design and planning of projects, public utility structures, mass excavations, providing infrastructure facilities for villages, town, city development, setting of industrial projects and to provide advisory services on all above matters in India and abroad.

5. The petitioner submits that the ROC after issuing STK-1 notice to the Company and its directors, a public notice vide STK-5 dated 27.04.2017 was published on the web site maintained by MCA.

6. The ROC in absence of any representation against the proposed strike off action, struck off the name of the Company and the dissolution order was published on the Website of the MCA vide STK-7 dated 25.10.2019.

7. The company is carrying on its business and operations. The company has been active since its incorporation and has also been maintaining all the requisite documentation, as per the provisions of Companies Act, 1956 & 2013.

8. The delay in filing of the documents for the financial years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 is not intentional.

9. The petitioner submits that the company is ready with all the outstanding statutory documents i.e. the Financial statement & annual returns from the financial years from 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 & 2021-22 along with the filing fees and additional fee, as applicable on the date of actual filing according to the provisions of Section 403 of the Companies Act, 2013.

Submissions from the Respondent/RoC:

10. The Respondent/ ROC has filed a detailed report and submitted to this Tribunal, explaining the sequence leading to the striking off of the company. It is stated that the said company has been struck off from the register of the company due to failure in filing of its statutory returns for a continuous period of more than two years by the

Registrar of Companies, Pune in a suo moto action under the provisions of Section 248 of the Companies Act, 2013.

11. The company had not only failed to file the Statutory Returns i.e. Annual Returns and Balance Sheet/Financial statements but also failed to file an Application within such period for obtaining the status of dormant company under Section 455 of the Companies Act.

FINDINGS

12. The facts and circumstances of the case show that the relevant documents which are required to be filed, are ready with the company and the company is willing to file the same, if so permitted.

13. The petitioner enclosed the duly audited financial statements for all the financial years 2016-17, 2017-18, 2018-19, 2019-2020, 2020-21, 2021-22 and copy of all the Annual General Meeting for all the Financial Years to the petition to show that the company is in continuous operation.

14. Upon considering the facts and circumstances of this present petition, this Bench is of the view that, it would be just and fair to order restoration of the name of the company in the Register of Companies maintained by the ROC, Pune.

15. Accordingly, this Petition is allowed. The restoration of the Company's name to the Register of Companies maintained by the ROC, Pune is hereby ordered, with a direction that the Company shall comply with the Provisions of the Act and further it will be subject to payment of costs of Rs. 25,000/- per each defaulted year to be paid online to Bharat Kosh and submit proof of such payment to the concerned ROC within one week of this order getting uploaded on the site of this Tribunal. Consequentially thereupon the Bank Account/s if freezed shall get defreezed and to be operated by the Company.

16. The ROC, Pune shall give effect of this Order only after perusal of the Compliance report of cost imposed. The Company is directed to file all the required financial documents upto date and shall fulfil other relevant statutory compliances within 30 days from Restoration of its name in the Register of Companies maintained by ROC, Pune.

17. Post restoration, Registrar of Companies will be free to take any necessary action subject to appellant's filing of all outstanding documents, along with payment of fees or other charges, if any, as required by law.

18. Appeal stands allowed and disposed of in above terms.