

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**SPECIAL BENCH, BENGALURU**  
**(through web-based video conferencing platform)**

**C.P. No.05/BB/2023**  
**U/s. 252(3) of the Companies Act, 2013**

**IN THE MATTER OF:**

**M/s. Interpro Build Pvt. Ltd.**

*Represented by Shri Beeno Raghavan*

*Member of M/s. Interpro Build Pvt. Ltd.*

No.4, 01<sup>st</sup> Main, Vishwanatha Nagenahalli,

R.T. Nagar

Bangalore - 560 032.

- Applicant/Petitioner

**VERSUS**

**The Registrar of Companies, Karnataka**

'E' Wing, 2<sup>nd</sup> Floor,

Kendriya Sadana, 17<sup>th</sup> Cross,

Koramangala,

Bengaluru - 560 034.

- Respondent

**Order delivered on: 08.09.2023**

**CORAM:** 1. Hon'ble Justice (Retd.) T. Krishnavalli, Member (Judicial)  
2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

**PRESENT:**

For the Petitioner/Applicant : Shri Deepak P. Jain (PCS)

**ORDER**

**Per: T. Krishnavalli, Member (Judicial)**

1. This Petition has been filed on 30.11.2022 by M/s. Interpro Build Pvt. Ltd., represented by Shri Beeno Raghavan, Member of M/s. Interpro Build Pvt. Ltd (hereinafter as Applicant/Petitioner), under Section 252(3) of the Companies Act, 2013, praying for restoration of the Company's name i.e. M/s. Interpro Build Pvt. Ltd in the Register of Companies maintained by Registrar of Companies, Karnataka (hereinafter referred as "ROC/Respondent") etc.

2. **M/s. Interpro Build Pvt. Ltd.** (hereinafter called as 'Company') was incorporated on 21.07.2014 under the Companies Act, 2013 bearing CIN: U74900KA2014PTC075432, and having its registered office at No.140, 01<sup>st</sup> Main Vishwanatha Nagenahalli, R.T. Nagar, Bengaluru-560032. The Authorised Share Capital of the Company is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each and the paid up capital is Rs.1,00,000/- divided into 10,000 equity shares of Rs.10/- each.
3. The ROC has sent notice in Form STK-1. Further, notice in Form in STK-5 issued and finally STK-7 was issued on 01.09.2018 by the ROC.
4. It is stated that the Petitioner Company nor its Directors did not receive any show cause notice, nor was it afforded any opportunity of being heard before the aforesaid action was taken by the ROC. The Petitioner Company had suffered losses during its operations. The Company has no outstanding loans to any external parties. The Company was funded by the owners and Directors. As the Company has to make good the accumulated losses, the owners and Directors want to explore any right opportunity that may come in their way. There is continuity in the business, there are active Debtors and Creditors of the Company and the bank account is also running. Since the activities are going there are plans to expand the business.
5. It is also stated that unless the Petition is allowed and the name of the Company is not restored on the register of companies maintained by the ROC, the Petitioner as well as its Shareholders and creditors shall suffer irreparable loss and hardship. In the event of revival of the Company, the Petitioner Company shall file all outstanding statutory documents. The matter is not pending before any Tribunal of law or any other authority or any other Tribunal.
6. The ROC filed its report vide Diary No.3240 dated 21.06.2023 by *inter alia* pointed out following observations:

*"4. It is submitted that on verification of the MCA 21 portal when action under Section 248(1) of the Companies Act, 2013 (hereafter called as the 'Act') was initiated against the eligible companies, it was seen that the Petitioner Company has not filed Balance Sheets and Annual Returns from the date of incorporation. Therefore, the Respondent had reasonable cause to believe that the Petitioner Company was not carrying on any business or operation and therefore a notice in Form STK-1 and STK-5 notices were issued.*

5. In the said STK-1 notice that was sent to the company and to the Directors of the company, it was inter alia mentioned that the Petitioner Company has not been carrying on any business or operations for two immediately preceding financial years nor has filed application under Section 455 of the Companies Act, 2013 and that the Respondent intended to strike off the name of the company from the Register of Companies as per Section 248 of the said Act, unless a cause is shown to the contrary within 30 days from the date of receipt of the STK-1 notice.

6. It is submitted that since no cause was shown either to the physical notices or to the website, Gazette and newspaper notices either by the Company or its Directors, and also since no Balance Sheet or Annual Return was filed by the Petitioner Company till the day on which the list of defaulting companies were crystalized, the Respondent proceeded to strike off the name of the company with the effect from 21.08.2018 and the ROC had published a Notice in STK-7 in the Official Gazette on 01.09.2018 stating the names of the companies mentioned therein including the Petitioner Company which have been struck off the Register of Companies as per Section 248(5) of the Act. The Respondent has complied with all the procedure prescribed under Section 248 of the Companies Act, 2013 before removal of the name from the register.

7. The Petitioner Company states that neither the Company nor its Directors did not received any show cause notice, nor was it afforded any opportunity of being heard before the aforesaid action was taken by the Respondent. That the Company had suffered losses during its operations and has no outstanding loans to any external parties.

8. There is no inquiry, investigation, and complaints pending against this Petitioner Company. However, it is not known any disputes in the management of the Company/cases pending in court matters.

9. The Petitioner has prayed that the name of the Company be restored to the Register of Companies under Section 252 of the said Act. In view of the prayer by the Petitioner Company, and subject to the satisfaction of this Tribunal and in the event of this Tribunal willing to revive the Company, the Respondent humbly prays that this Tribunal may kindly:

(a) Direct the Petitioner to undertake to file all overdue returns up to date within 30 days in the MCA 21 Portal from the date of the order of Hon'ble NCLT reviving the Company and comply with the provisions of the Companies Act, 2013;

(b) The DIN of the disqualified Directors may not be ordered for activation as the matter about disqualification and DIN deactivation made by the Ministry by invoking section 164 (2) (a) read with 167 of the Companies Act, 2013 is before the various High Courts including the Division Bench of the Hon'ble High Court of Karnataka;

*(c) Direct the Petitioner to pay cost as decided by this Tribunal to be paid online to the account of Central Government, Ministry of Corporate Affairs, towards the expenses incurred by the Respondent in initiating action under Section 248 of the Companies Act, 2013;*

*(d) The Registrar of Companies has incurred huge cost for striking off the Company due to default in filing statutory documents which includes manpower, advertisement, statutory cost, postal charges etc. It is humbly requested that reasonable cost may be imposed to the Petitioner and direct the Petitioner to pay cost as decided by this Hon'ble Tribunal to be paid online to the account of Central Government, Ministry of Corporate Affairs, towards the expenses incurred by the Respondent in initiating action under Section 248 of the Companies Act, 2013;*

*(e) The revival order be automatically vacated, if the above compliances are not made within a maximum period of 30 days from the date of receipt of the Order by the Petitioner”.*

7. Heard Shri Deepak P. Jain, learned PCS for the Applicant/Petitioner. We have carefully perused the pleadings of the party and extant provisions of the Act, and the Rules made thereunder.
8. The ROC in his report has requested to consider the observations regarding necessary compliances to be made by the Company and its Directors in accordance with the provisions of the Companies Act, 2013 as stated above. Further, the Petitioner has also stated in its reply vide diary No.4021 dated 01.08.2023 that they undertake to file all the overdue returns within the limit as stated by the ROC. The Petitioner further stated that since the Company is already facing financial hardships in carrying on the business, so requested not to levy high cost in this regard. On perusal of the ROC report it is found that there was no important observations made against the Petitioner. Therefore, in view of the facts and circumstances discussed above, we are inclined to allow the instant Petition.
9. Upon considering the facts and circumstances and the pleadings of the present Petition, this Tribunal is of the view that it is a fit case for restoration of the name of the Company and accordingly, the instant C.P. is allowed. Further, this order will be subject to payment of costs of (1) Rs.1,00,000/- to be paid in favour of “Pay and Accounts Officer, Ministry of Corporate Affairs, Chennai”, through MCA website (2) Rs.50,000/- to be paid in favour of “The Prime Minister’s National Relief Fund”, within three weeks from the date of receipt of the duly certified copy of this order.

10. This Petition is disposed of on the terms directed above. The ROC shall give effect to this order only after perusal of the compliance report of the cost imposed. The Company is directed to file all the required documents and shall fulfil all the other relevant statutory compliances, such as under the Income Tax Act, 1961, etc., in accordance with law within 30 days from restoration of its name in the Register of Companies maintained by the ROC.
11. Copy of this Order be communicated to the Petitioner and the Registrar of Companies, Karnataka.
12. Accordingly, **C.P. No.05/BB/2023 is disposed of.**

Sd/-  
(MANOJ KUMAR DUBEY)  
MEMBER (TECHNICAL)

Sd/-  
(T. KRISHNAVALLI)  
MEMBER (JUDICIAL)