

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
SPECIAL BENCH - II, CHENNAI**

**Comp. Appeal /38(CHE)/2023**

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

*In the matter of M/s. F2CONNECT PRIVATE LIMITED*

**MR. MURUGESAN ARUN**

Member of M/s. F2CONNECT PRIVATE LIMITED,  
34/ A, TVK Nagar, Near Senguthar Theatre, Chinna Salem,  
Villupuram, Tamil Nadu - 606 201.

*... Appellant*

-Vs-

**REGISTRAR OF COMPANIES, CHENNAI**  
Block No.6, B Wing - 2<sup>nd</sup> Floor, Shastri Bhawan,  
26, Haddows Road, Chennai, Tamil Nadu - 600 034

*... Respondent*

*Order Pronounced on 22<sup>nd</sup> March 2024*

**CORAM**

**Shri. SANJIV JAIN, MEMBER (JUDICIAL)**

**Shri. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)**

*For Applicant : Mr. Sudhakar G, Advocate*

*For Respondent : Mr. Avinash Krishnan Ravi, Advocate*

This Appeal has been filed by **MR. MURUGESAN ARUN** in the capacity of the Member of the Appellant Company namely, **M/s. F2CONNECT PRIVATE LIMITED**, under Section 252(3) of the Companies Act, 2013 for restoration of the name of the Company in the Register maintained by the Respondent / RoC aggrieved against the order of Strike Off carried out by the Registrar of Companies, Chennai under Section 248 of the Companies Act, 2013.

2. The brief facts of the matter are tabulated below: -

S. No.	PARTICULARS	FACT
a)	Name of Company	M/S. F2connect Private Limited
b)	CIN No.	U64200TN2020PTC139448
c)	Date of Incorporation	16.11.2020
d)	Registered Office Address	34/ A, TVK Nagar, Near Senguthar Theatre, Chinna Salem, Villupuram, Tamil Nadu - 606 201.
e)	STK-5 Date	15.09.2022
f)	STK-7 Date (Publication Date)	07.11.2022 (29.10.2022)
g)	Reasons for Strike Off	The Subscribers to the Memorandum of the company failed to pay their Subscription amount for the value of shares they agreed, which they undertook to pay at the time of incorporation of the company and a declaration to that effect was not filed by the director within the period of 180 days from the date of incorporation of the company as required under Section 10A(1) of the Companies Act, 2013

3. It is stated that the main object of the Company is to carry on the business of Internet service provider, ISP through leased line, Broadband, open BPN, VoIP service Provider, IPTV service provider, Unified Messaging Service provider, Dialup line, wireless connections, Intra connections Broadband service providing through cable and wireless, laser communications, LAN and WAN network solution etc., The detailed objects are set out in the Memorandum of Association filed along with the company appeal.

4. It is stated that, the company is carrying its business, for which it was incorporated. In the initial days of Incorporation, the company was facing acute financial crunch and slow downturn in business. Further it did not had any expert professional guidance in respect of making compliance as per the companies act. Further lack of superintendence over the affairs of the company resulted in non-compliance of filing statutory returns and requirements which lead to Striking off of the subject company.

5. Upon notice, the Respondent/ RoC filed the Report on 05.01.2024, wherein it is stated as follows,

*12. The present petition is filed by Mr. Murugesan Arun representing F2Connect Private Limited, in the capacity of shareholder. The Petitioner in this instant petition has stated that the company was facing acute financial crunch following a sudden downturn in business. It did not have enough funds even to meet day to day operations, as a result of which the company could not file the statutory filings. The company didn't have the benefit of expert professional guidance in this aspect. It had entrusted the filing of returns to a consultant, who, it now appears, had no knowledge of company law requirements. Further, due to administrative lapses, there was no proper superintendence to ensure that the statutory filings were completed within the stipulated time.*

*13. It is the statutory duty of every company and its directors to file the necessary declaration within one hundred and eighty days of its*

*incorporation under sub- section (1) of section 10 A. In this case, the Company has failed to do so.*

14. *Hence, it is respectfully prayed before this Hon'ble Tribunal may consider this petition based on the merits.*

Respondent / RoC concerned has no subjective objections in the present matter.

6. It is submitted by the petitioner, that the company is financially well and it has many creditors and pending dues which has to be settled down. In support of the, the company has produced the Audited balance sheet for the FY 2020 – 2021 and FY 2021 – 2022.

7. It is submitted that the non-compliance in respect of filing of statutory requirements as per the Companies Act, 2013 was neither wanton nor wilful. Appellant further undertakes settle all subscription issues and to file statutory requirements including declaration from directors as per law within prescribed time in accordance with the directions.

8. We have heard the submissions of the Appellant and the Respondent/RoC as well. This Tribunal has made the below observations.

To substantiate the plea of revival, the Appellant has placed the following documents on records.

- Income Tax Returns for AY 2021 – 2022 and AY 2022 – 2023.
- Bank Statement for the Period 01.09.2022 to 31.08.2023

- Audited Financial Statements for the FY 2020- 2021 and FY 2021 – 2022.
- Data service bills
- Letter of Bank Guarantee for a sum of Rs.10,00,000/- (Rupees Ten Lakh only) in favour of the subject company by Karur Vysa Bank, Kallakurichi.

9. The Company is a closely held entity with only two Shareholders each holding 1,000 shares. It is evidenced from the Audited books of the company. Further company has shown active operations from its bank transactions and service bills. The extracts are as below,

F2CONNECT PRIVATE LIMITED No 34/A, TVK Nagar, Sengunthar Theatre, Chinnasalem, Villupuram - 606201 CIN: U64200TN2020PTC139448 Balance Sheet As On 31st March, 2022			
Particulars	Note No.	Figures as at the end of current reporting period 31.03.2022	Figures as at the end of previous reporting Period 31.03.2021
		Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>			
1 Shareholders' funds			
(a) Share capital	1	2,00,000.00	2,00,000.00
(b) Reserves and surplus	2	(13,15,522.17)	(8,140.00)
(b) Money Received against share warrants		-	-
2 Share application money pending allotments			
3 Non-current liabilities			
(a) Long-term borrowings	3	14,72,157.00	-
(b) Deferred tax liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long term provision		-	-
4 Current liabilities			
(a) Short Term Borrowings	4	-	30,000.00
(b) Trade payables	5	-	-
(A) total outstanding dues of MSME		-	-
(B) total outstanding dues of Creditors other MSME		10,31,732.00	-
(c) Other current liabilities	6	-	-
(d) Short-term provisions	7	70,000.00	5,000.00
<b>TOTAL</b>		<b>14,58,366.83</b>	<b>2,26,860.00</b>
<b>B ASSETS</b>			
1 Non-current assets			
(a) (i) Property, Plant and Equipment	8	-	-
(ii) Intangible assets		-	-
(iii) Capital Work in progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current investments	9	-	-
(c) Deferred Tax Assets		2,860.00	2,860.00
(d) Long term loans and Advances	10	18,500.00	2,00,000.00
(e) Other Non Current Assets	11	18,000.00	24,000.00
2 Current assets			
(a) Current Investments	12	-	-
(b) Inventories	13	-	-
(c) Trade receivables	14	1,66,157.00	-
(d) Cash and cash equivalents	15	12,11,085.83	-
(e) Short-term loans and advances	16	-	-
(f) Other Current Assets	17	41,764.00	-
<b>TOTAL</b>		<b>14,58,366.83</b>	<b>2,26,860.00</b>

In terms of my report of even date

*CA. S. Masilamani Karthikeyan*  
CA. S. Masilamani Karthikeyan  
Chartered Accountants  
Place: Salem  
Date: 25.07.2023  
UDIN : 23212679BGWILLU9673

*M. Arun*  
Murtigesan Arun  
(Director)  
DIN: 07178293

*P. Balaji*  
Perimal Balaji  
(Director)  
DIN: 08961852

F2CONNECT PRIVATE LIMITED No 34/A, TVK Nagar, Sengunthar Theatre, Chinnasalem, Villuputam - 606201 NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET Note - I. SHARE CAPITAL				
Particulars	Figures as at the end of current reporting		Figures as at the end of previous	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised 15000 Equity shares of Rs.100/- each with voting rights	15,000.00	15,00,000.00	15,000.00	15,00,000.00
(b) Issued, Subscribed & Paid up 2000 Equity shares of Rs.100 each with voting rights	2,000.00	2,00,000.00	2,000.00	2,00,000.00
<b>Total</b>	<b>2,000.00</b>	<b>2,00,000.00</b>	<b>2,000.00</b>	<b>2,00,000.00</b>
List of Shareholders holding more than 5% share capital				
Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Murugesan Arun	1000	50.00	100	1,00,000.00
Perumal Balaji	1000	50.00	100	1,00,000.00
<b>TOTAL</b>	<b>2,000.00</b>	<b>100.00</b>		<b>2,00,000.00</b>
NOTE 1A. SHARES HELD BY PROMOTORS				
Current Reporting Period				
Promotor's Name	No of shares	% of total shares	% Change D/Y	
Murugesan Arun	1000	50.00	Nil	
Perumal Balaji	1000	50.00	Nil	
Previous reporting Period				
Promotor's Name	No of shares	% of total shares	% Change D/Y	
Murugesan Arun	1000	50.00	Nil	
Perumal Balaji	1000	50.00	Nil	

10. The present Appeal is for restoration of the name of the subject company in the register maintained by the Respondent/RoC Concerned. It is observed that the petitioner has wrongly envisaged that the Struck off was carried out because of non-filing of annual returns. From STK – 5 notice which is on record, it is clear that, the Struck off was carried out as the Subscribers to the Memorandum of the company failed to pay their Subscription amount for the value of shares they agreed, which they undertook to pay at the time of incorporation of the company. Further a declaration to that effect by the director within the period of 180 days from the date of incorporation of the company as required under Section 10A(1) of the Companies Act, 2013 was also not filed.

11. Section 252 (3) of the Companies Act, 2013 provides as follows: -

***Section 252: Appeal to Tribunal,***

*(3) If a company, or any member or creditor or workman thereof feels aggrieved by the company having its name struck off from the register of companies, the Tribunal on an application made by the company, member, creditor or workman before the expiry of twenty years from the publication in the Official Gazette of the notice under sub-section (5) of section 248 may, if satisfied that the company was, at the time of its name being struck off, carrying on business or in operation or otherwise it is just that the name of the company be restored to the register of companies, order the name of the company to be restored to the register of companies, and the Tribunal may, by the order, give such other directions and make such provisions as deemed just for placing the company and all other persons in the same position as nearly as may be as if the name of the company had not been struck off from the register of companies."*

The above provisions, vests this Tribunal, with a discretion to restore the subject Company whose name has been Struck Off, in case the Company is able to demonstrate that there is an active business as on the date of its Struck Off and it is just to do so.

12. In ***Purushottamdass and another (Bulakidas Mohta Company Private Limited V. Registrar of Companies, Maharashtra & Others.)***, Hon'ble ***Bombay High Court*** the observed as follows:

20. *"The objects of Section 560(6) of the Companies Act, is to give a chance to the company, its members and creditors to revive the company which has been struck off by the Registrar of Companies, within a period of 20 years, and to give them an opportunity of carrying on the business only after the company judge is satisfied that such restoration is necessary in the interests of justice."*

13. In *M.A. Rahim & another V. Sayri Bai*, reported in *MANU/TN/O218/1973*, the Division Bench of Hon'ble Madras High Court, held that the word 'just' connotes reasonableness and something confirming to 'Rectitude' and 'Justice', something 'Equitable and Fair'.

14. In this case, the Appellant, who is a shareholder cum Director of the Struck Off Company, has submitted Audited Balance sheets from which it is clear that the shares are Issued, Subscribed and paid up. Also the Bank transactions, service bills, Income Tax returns, shows Appellant Company has been engaged in active business as on the date of Strike Off and afterwards. It is stated that the Company is ready and willing to comply with the directions and rectify the non-compliance. We are of the opinion that this appellant Company needs to be given an opportunity to carry out its business. In the Interest of Equity, Fairness and Justice, the Company needs to be restored for carrying out its business and other purposes for which it has been incorporated.

15. In the view of above said facts and circumstances, this tribunal considers the records placed before are in line with the Provisions and judgements discussed above. It is therefore ordered as under;

(i) The Registrar of Companies, concerned is directed to restore the original status of the Company i.e. **M/s. F2CONNECT PRIVATE LIMITED** as if the name of the Company has not been Struck Off from the Register of the Companies with resultant and consequential actions like changing the status of the Company from "**Strike Off**" to "**Active**".



(ii) The Company shall within a period of 30 days from the restoration of the name of the company in the register being maintained by the RoC, the appellant shall file *inter alia* all its compliances statutorily required to be made under the Companies Act, 2013 for the period from which there has been default with requisite charges/fees as well as additional fee/late charges.

(iii) That the Restoration of the name of the company is also subject to the payment of the cost of **Rs.50,000/- (Rupees fifty thousand only)** through online payment in [www.mca.gov.in](http://www.mca.gov.in) under miscellaneous fees by mentioning the particulars as “payment of cost for the revival of Company”, as volunteered by the Appellant during the hearing.

(iv) Until all the compliances are made by the Company, the Company shall not alienate or dispose of any of its valuable assets.

(v) It is made clear that by virtue of this order of restoration of the name of the Company in the register, it will not entitle the Directors of the Company whose names in the case have been disqualified by virtue of provisions of Section 164 of the Companies Act, 2013 by the Respondent/RoC automatically to be restored to directorship except in accordance with the law.

(vi) An affidavit of compliance of the aforesaid directions shall be filed by the Appellant within a period of 2 months from the date of this order.

(vii) The shareholders of the Company shall jointly submit an Undertaking to the Registrar of Companies stating therein that the accounts of the Company were not used as means to transact tainted money during the period of demonetization.

(viii) Further, this order allowing the Appeal shall also not circumscribe the power of the respondent to proceed against the

Company and its Directors as mandated for alleged late filing of any forms, documents, returns and such other compliance under the provisions of Companies Act, 2013.

16. This **Comp Appeal /38CHE)/2023** stands *allowed* on the aforementioned terms and *disposed off*.

**-Sd/-**

**RAVICHANDRAN RAMASAMY  
MEMBER (TECHNICAL)**

**-Sd/-**

**SANJIV JAIN  
MEMBER (JUDICIAL)**

*Order Pronounced under Rule 151 of NCLT Rules 2016, by Hon'ble Technical Member, Ravichandran Ramasamy on behalf of the Special Bench Comprising of Sanjiv Jain, Member (Judicial) and Ravichandran Ramasamy, Member (Technical).*

**-Sd/-**

**Court Officer**