IN THE NATIONAL COMPANY LAW TRIBUNAL
KOCHI BENCH

Company Appeal (C/Act)/13/KOB/2026
(Under Section 252 (3) of the Companies Act, 2013)

Date of Institution: 03.07.2026

Order delivered on: 17.07.2026

In the matter of:

M/s. Indus Multi Business Centre Private Limited

MEMO OF PARTIES:

Mr. Hamza Pallikkara Abdulla Haji
Residing at Crescent House, East Nadakkav,
Nadakkavu, Kozhikode, Kerala-673 011
Email:- chambersofarj@gmail.com

... Appellant

-Vs-

Registrar of Companies, Ernakulam,
Corporate Law Bhavan, BMC Road,
Thrikkakkara P.O., Kakkanad,
Kochi, Kerala-682 021.
Email:roc.ernakulam@mca.gov.in

... Respondent

Coram:

HON'BLE MEMBER (JUDICIAL) : SHRI. VINAY GOEL

HON'BLE MEMBER (TECHNICAL): SHRI RAVICHANDRAN RAMASAMY

Appearances:

For the Appellant : Mr. Asher Revi Job, Advocate

Ms. Bhairavi S N, Advocate

For the Respondent : Representative of ROC

O R D E R

PER CORUM

1. This Company Appeal has been filed by one of the shareholders cum directors of M/s. Indus Multi Business Centre Private Limited ("the Appellant Company"), under Section 252(3) of the Companies Act, 2013, for restoration of the name of the Struck off Company in the Register of Companies, maintained by the Respondent, the Registrar of Companies. The name of the Company was struck off vide STK-7 Notice dated 16.06.2017.

2. The averments made by the Appellant are summarized as under: -

    i. M/s. Indus Multi Business Centre Private Limited, the Appellant Company, was incorporated on 09.10.2003 under the provisions of the Companies Act, 1956, as a private company limited by shares, bearing Corporate Identification Number (CIN): U50101KL2003PTC016525. The registered office of the Company is situated at 19/2026F, 4th Floor, Indus Avenue, Kallai Road, Kozhikode, Kerala – 673002. Accordingly, the Company falls within the territorial jurisdiction of this Tribunal.

    ii. The Appellant is a shareholder of the Company, holding 4,75,000 equity shares of Rs. 10/- each, constituting 95% of the issued, subscribed, and paid-up share capital of the Company. The remaining 25,000 equity shares are held by Smt. Fareeda Hamza. The Appellant also serves as the Managing Director of the Company. The current list of Directors and shareholders reflects the Appellant as the Managing Director, holding DIN 01299253 with effect from 09.10.2003, and Smt. Fareeda Hamza as a Director, holding DIN 01748449 with effect from 05.11.2007.

    iii. The principal object of the Company is to carry on the business of trading in and dealing with automobiles, motor cars, lorries, vans, motorcycles, scooters, other vehicles, automobile spare parts, accessories, and allied articles.

iv. The authorised share capital of the Company is Rs. 50,00,000/-, divided into 5,00,000 equity shares of Rs. 10/- each. The issued, subscribed, and paid-up share capital is also Rs. 50,00,000/-, comprising 5,00,000 equity shares of Rs. 10/- each. The shareholding pattern of the Company is as follows:

Sl. No.	Name of Shareholder	No. of Equity Shares	Percentage
1	Hamza Pallikkara Abdulla Haji	4,75,000	95%
2	Fareeda Hamza	25,000	5%
	Total	5,00,000	100%

v. The Appellant submitted that the Company had filed its financial statements with the Respondent/ROC up to the financial year ending 31.03.2013. However, owing to certain financial difficulties and personal issues faced by the Directors, the Company was unable to file its annual returns and financial statements with the Respondent for the financial years subsequent to FY 2012–13. The Respondent/Registrar of Companies published Form STK-7 dated 16.06.2017 under Section 248(5) of the Companies Act, 2013, and struck off the name of the Company from the Register of Companies.

vi. The Appellant further submitted that, notwithstanding the non-filing of the statutory returns, the Company continued to possess assets and liabilities and maintained its shareholders, Directors, and statutory affairs. The Company also caused its audited financial statements to be prepared for the subsequent financial years. The Company's financial affairs, as reflected in its audited financial statements and Profit and Loss Accounts, demonstrate that it continued to carry on subsisting corporate affairs.

vii. The audited financial statements for the year ended 31.03.2026 reflect that the Company continued to possess substantial assets, including property, plant and equipment valued at Rs. 2,23,56,805/-, thereby demonstrating that it remained in operation. The Company also owns immovable property, the administration and protection of which require its continued legal existence. Further, income-tax proceedings relating to AY 2017–18 are pending against the Company. Following a reassessment, the tax demand was reduced, and the Company has preferred a statutory appeal before the Commissioner of Income Tax (Appeals). Restoration of the Company's name is therefore necessary to enable it to prosecute the pending tax proceedings, regularise its statutory filings, administer its assets, and safeguard the interests of its shareholders and stakeholders.

viii. The Appellant undertakes that, upon restoration of the Company's name, all pending statutory filings shall be duly completed, and the applicable filing fees, additional fees, penalties, and other charges, as may be directed by this Tribunal or the Respondent, shall be paid. The Company is ready and willing to regularise its statutory compliances by availing any legally applicable compliance mechanism. No other appeal or proceeding seeking restoration of the Company's name on the same cause of action has been filed before any Court, Tribunal, or authority.

ix. The Appellant submitted that the present Appeal has been filed *bona fide* and in the interests of justice, and restoration of the Company's name will facilitate statutory compliance, enable the Company to protect its assets and legal rights, and safeguard the interests of its shareholders, revenue authorities, and other stakeholders without causing any prejudice to the Respondent or the public.

3. The Appeal has been filed within the limitation period of 20 years prescribed under Section 252(3) of the Companies Act, 2013, as the company was struck off on 16.06.2017.

4. In compliance with the directions of this Tribunal, the Appellant filed a memo dated 13.07.2026 along with a joint affidavit of its only two shareholders and directors, namely the Appellant and Mrs. Fareeda Hamza, who together hold 100% of the issued, subscribed, and paid-up share capital of the Company. Both shareholders have unequivocally consented to the restoration of the Company's name under Section 252(3) of the Companies Act, 2013. The affidavit further affirms that the Company was carrying on business and possessed substantial assets prior to its striking off, and was not a shell or dormant company. The Appellant has also undertaken that, upon restoration, the Company shall file all pending statutory returns and financial statements, pay all applicable fees, additional fees, penalties, and costs, and comply with all statutory requirements. It is further affirmed that the Company has never been used for any unlawful or prohibited activities.

5. The Respondent/Registrar of Companies has filed its Report on 13.07.2026 and has not raised any substantial objection to the restoration of the Appellant

Company. The Report states that the last financial statements and annual return were filed for the financial year ended 31.03.2013 and that the Appellant is a shareholder holding 95% of the Company's share capital.

6. The Report further stated that, due to the Company's failure to file statutory returns from FY 2013-14 onwards and its failure to obtain dormant status under Section 455, proceedings under Section 248 were initiated by issuing Form STK-1, followed by publication of Forms STK-5 and STK-7, resulting in the striking off of the Company's name on 16.06.2017. The Appellant admitted the statutory default, which formed the basis for the striking-off proceedings.

7. In response to the Report filed by the Respondent/ROC, the Appellant submitted as follows:

   A. The Respondent/ROC has not alleged that the Appellant Company is a shell company, was formed for any unlawful purpose, holds proceeds of crime, or that its restoration would prejudice any stakeholder or be against public interest. Although the Company admits that it failed to file financial statements and annual returns after FY 2012-13 due to an administrative lapse, the default was neither deliberate nor intended to conceal its affairs. The Appellant undertakes to file all pending statutory returns and forms and to pay the applicable fees, additional fees, penalties and costs upon restoration. Non-filing under Section 248 may justify striking off, but is not conclusive under Section 252(3), which permits restoration where the Company was carrying on business, was in operation, or where it is otherwise just to restore its name.

   B. The audited financial statements establish that the Company remained in operation, recording income during FYs 2013-14 to 2016-17, including a capital gain of Rs.1,24,57,233/- in FY 2016-17. The

Memorandum of Understanding dated 14.05.2016 for the development of the Company's property, its substantial assets and liabilities, and the pending income-tax proceedings for AY 2017-18 further demonstrate that restoration is just and necessary. The Respondent has neither disputed these facts nor received any objection from any creditor or other stakeholder. Restoration will enable statutory compliance, the proper administration of the Company's affairs, and the protection of the interests of the Company, its stakeholders and the revenue authorities.

FINDINGS:

8. We have considered the submissions made by the Learned Counsel for the Appellant, as well as the ROC report and other materials available on record.

9. The name of the company was struck off from the Register of Companies on 16.06.2017 on the grounds that the company failed to file its annual returns and audited financial statements for the financial years commencing from FY 2013–14 onwards with the ROC within the prescribed due dates under the Companies Act, 2013. It is an admitted fact that the company failed to comply with the relevant provisions of the Act.

10. However, Section 252 (3) of the Companies Act, 2013 confers powers on this Tribunal to order for restoration of the name of the Company in the Register of companies maintained by ROC, on an appeal made by the (i) Company (ii) Member (iii) creditor or (iv) workman before the expiry of 20 years from the date of publication in Official Gazette of the notice under Section 248 (5) of the Act, if the Tribunal is satisfied that the Company was, at the time of its name being struck off, carrying on business or in operation or otherwise just that the name of the company be restored to the Register of Companies.

11. The provision pertaining to the restoration of the name of the Company as provided in Section 252 of the Companies Act, 2013, is reproduced below:

Section 252: -

"(1) Any person aggrieved by an order of the Registrar, notifying a company as dissolved under section 248, may file an appeal to the Tribunal within a period of three years from the date of the order of the Registrar and if the Tribunal is of the opinion that the removal of the name of the company from the register of companies is not justified in view of the absence of any of the grounds on which the order was passed by the Registrar, it may order restoration of the name of the company in the register of companies:

Provided that before passing any order under this section, the Tribunal shall give a reasonable opportunity of making representations and of being heard to the Registrar, the company and all the persons concerned :

Provided further that if the Registrar is satisfied, that the name of the company has been struck off from the register of companies either inadvertently or on the basis of incorrect information furnished by the company or its directors, which requires restoration in the register of companies, he may within a period of three years from the date of passing of the order dissolving the company under section 248, file an application before the Tribunal seeking restoration of name of such company.

(2) A copy of the order passed by the Tribunal shall be filed by the company with the Registrar within thirty days from the date of the order and on receipt of the order, the Registrar shall cause the name of the company to be restored in the register of companies and shall issue a fresh certificate of incorporation.

(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.

12. The Respondent/Registrar of Companies has not opposed the relief sought by the Appellant for restoration of its name to the Register of Companies. The Appellant has also undertaken to comply with all statutory requirements and to take necessary measures to regularise the defaults committed by the Company. In the absence of any objection from the Respondent/ROC and having regard to the object and purpose of Section 252 of the Companies Act, 2013, this Tribunal considers it appropriate to take a liberal view and grant the Appellant an opportunity to restore the Company and bring its affairs into compliance with law.

13. Upon perusal of the appeal, this Tribunal is of the considered view that sufficient grounds exist for restoring the name of the company to the register. In the present case, the Appellant, who is one of the Directors of the Company and holds 95% of the paid-up share capital, has invoked the provisions of Section 252(3) of the Companies Act, 2013, seeking restoration of the name of the Company. Along with the appeal, the Appellant has placed on record the unfiled audited financial statements for the Financial Years 2013-14 to 2025-26, which *prima facie* indicate that, at the time the order under Section 248 was passed, the Company was operational and carrying on business. Undoubtedly, owing to certain statutory defaults, the Registrar of Companies, after following the due procedure prescribed under the Companies Act, 2013, struck off the name of the Company from its Register.

14. Certainly, Section 252(3) does not mandate going into the merits of an order passed under Section 248 of the Companies Act, 2013, but NCLT used to call for a report from ROC, subject to a satisfactory response to the objections raised by

ROC. Once a person has the *locus* to file an appeal and has placed on record *prima facie* proof that, at the time of the order under Section 248, the Company was carrying on its business or was in operation, the Tribunal, after recording its satisfaction, can pass appropriate orders.

15. The right given to the Company, along with any member, creditor, or workman, to file an appeal under Section 252(3) of the Companies Act, 2013, demonstrates the legislative intent that even a struck-off Company retains a limited statutory personality for the purpose of seeking its revival. Under Section 248 of the Companies Act, 2013, a "struck-off" status removes a company's name from the official register. While it ceases active operations, it legally "survives" for specific limited purposes like recovering debts, settling past liabilities, clearing statutory dues, and resolving legal disputes. If the appellant has established that the Company was carrying on business and was in operation and has the intention to continue with its ordinary operations, or that the restoration is otherwise just and equitable, the NCLT is empowered to pass appropriate orders under the given circumstances. However, the said orders would not exempt the Company from paying the regular fees and penalties, if applicable, for its previous non-compliances.

16. Hence, we consider that it is just and proper to restore the name of the company in the Register of Companies from the date of its striking off, subject to payment of cost for non-compliance with Sections 92 and 137 of the Companies Act, 2013. Accordingly, we allow the present appeal and pass the following orders: -

    i. The Registrar of Companies, Kerala/Lakshadweep, the Respondent herein, is directed to restore the original status of the Appellant Company, **M/s. Indus Multi Business Centre Private Limited,** as if the name of the Company had not been struck off from the Register of Companies, with the resultant and consequential actions like changing the status of the Appellant company from "**Strike off" to "Active"**.

ii. The Appellant Company is directed to file all pending statutory document(s), including Annual Accounts for the period and Annual returns along with prescribed fees/additional fees/fines as decided by Registrar of Companies, Kerala/Lakshadweep, within 45 days from the date on which its name is restored on the Register of Companies maintained by the Registrar of Companies, Kerala/Lakshadweep.

iii. The restoration of the Company's name is also subject to the payment of the cost of **Rs.10,000/- (Rupees Ten Thousand Only) per financial year** for which the Company has not filed their financial returns with the ROC towards cost payable in the account of "BHARAT-KOSH" Fund within thirty days from the date of receipt of the copy of this Order.

iv. The appellant is directed to file a certified copy of this Order to the Registrar of Companies, Kerala, within 30 days from the date of this Order.

v. On such delivery and after due compliance with the above directions, the Registrar of Companies, Kerala/Lakshadweep, is directed to publish the order of restoration of the Company's name in the Official Gazette under his office name and seal;

vi. This Order is confined to the violations, which ultimately led to the impugned action of striking off the name of the Company, and it will not come in the way of Registrar of Companies, Kerala/Lakshadweep to take appropriate action(s) in accordance with law, for any other violations/offences, committed by the Appellant Company prior to or during the striking of the Company. The Appellant Company shall make good the offences, if any, arising out of non-compliance with various sections under the Companies Act, 2013.

17. This **Company Appeal (C/Act)/13/KOB/2026** stands **allowed** and **disposed of** accordingly.

18. The Registry is directed to send e-mail copies of this order forthwith to all the parties, inclusive of the Counsel.

19. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

Sd/-	**Sd/-**
RAVICHANDRAN RAMASAMY	**VINAY GOEL**
(MEMBER TECHNICAL)	**(MEMBER JUDICIAL)**

Signed on this the 17th day of July, 2026.

JL/Steno