

NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.201
Co.Appeal/5(MP)2025

Order under Section 252(3)

IN THE MATTER OF:

Arun Dagarla
V/s
Registrar of Companies Gwalior

.....**Applicant**

.....**Respondent**

Coram:

Hon'ble Shri Brajendra Mani Tripathi, Member (J)
Hon'ble Shri Man Mohan Gupta Member (T)

PRONOUNCEMENT OF ORDER
Delivered on 11/06/2026

The case is fixed for pronouncement of the order.

The order is pronounced in open Court *vide* separate sheet.

Sd/-

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

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**IN THE NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH**

Company Appeal (Companies Act) / 5(MP) 2025

In the matter under Section 252(3) of the Companies Act, 2013

IN THE MATTER OF:

Arun Dagar

S/o Nemichand Dagar,
54, Sampat Avenue, Bhicholi, Mardana, Indore,
Madhya Pradesh – 452016
Contact Number: +91-98260 29007
Email Id: space.ripl@gmail.com

**.....Applicant/
Petitioner**

VERSUS

The Registrar of Companies, Gwalior

ROC Bhavan, 3rd Floor, 'A' Block, Sanjay
Complex, Jayendraganj, Gwalior – 474009,
Madhya Pradesh
Contact No.: 0751-2321907
Email Id: roc.gwalior@mca.gov.in

.....Respondent

CORAM:

Hon'ble Mr. Brajendra Mani Tripathi, Member (Judicial)

Hon'ble Mr. Man Mohan Gupta, Member (Technical)

APPEARANCES:

Counsel for Applicant: Mr. Vinit Nagar, PCS (Online)

Counsel for Respondent: None

ORDER

Delivered on: 11.06.2026

1. The present Company Appeal has been preferred by **Arun Dagaria, S/o Nemichand Dagaria**, an Indian aged about 54 years, residing at 54, Sampat Avenue, Bhicholi, Mardana, Indore, Madhya Pradesh – 452016, in his capacity as a registered Equity Shareholder/Member of **M/s. Space City Homes Private Limited** (hereinafter referred to as 'the Company'), under Section 252(3) of the Companies Act, 2013, seeking restoration of the name of the Company in the Register of Companies maintained by the Registrar of Companies, Gwalior.
2. The Company, bearing CIN No. U45201MP2008PTC020900, was incorporated on 10.07.2008 as a Private Limited Company. Its registered office is situated at G-2, Jaora Tower, 22/2, Manoramaganj, Indore, Madhya Pradesh – 452001. As per the last Annual Return filed for the financial year ending 31.03.2018, the Directors of the Company were (i) Haresh Shah, (ii) Om Prakash Bhutra, and (iii) Atul Surana.
3. The Appellant holds 100 Equity Shares constituting 0.1% of the paid-up equity share capital of the Company. The total equity shareholding of the Company is as follows:

S. No.	Name of shareholder	No. of shares	% of Holding
1.	Space Realcon India Private Limited	9,990 shares	99.9%
2.	Arun Dagaria	10 shares	0.1%
Total		10,000 Shares	100%

There has been no change in the shareholding pattern after the date of strike-off.

4. The Company had last filed its Annual Return made up to 24.09.2018 and Balance Sheet as at 31.03.2018. The Company did not file its statutory documents i.e., annual return and balance sheet from 31.03.2019 onwards as per the requirements of the Companies Act, 2013.
5. Consequent to the failure to file statutory returns and compliances, the Registrar of Companies, Gwalior issued a notice u/s. 560(5)/248(1) of the Companies Act, 1956/2013 on 22.01.2022 with the reason that the Company had not filed statutory returns and compliances as per the requirement of the Companies Act. Thereafter, the name of the Company was struck off from the Register of Companies on 12.04.2022, and the same was published in the Official Gazette on 16.04.2022 at Sl. No. 851.

SUBMISSIONS OF THE APPLICANT/PETITIONER:

6. The Appellant, through counsel and by way of the Petition, Additional Affidavit dated 28.07.2025 has submitted as under:

6.1 That, vide interim order dated 17-07-2025, the applicant was directed to file an affidavit of all the shareholders to the effect that, they want to restore the name of the company. The applicant mentioned that the same is not required as far as the provisions of Sec. 252(3) of the Companies Act, 2013 is concerned and I hold the undisputed locus to prefer this application before this Hon'ble Tribunal for restoration of the name of the Company in my individual capacity, being an individual right, irrespective of the quantum of my shareholding in the struck off company.

6.2 The Company is a going concern and was actively carrying on its business, projects and ongoing operations at the time when its name was struck off by the Registrar of Companies, Gwalior.

6.3 The Financial Summary of the Company for FY 2021-22, FY 2022-23 and FY 2023-24, as placed on record, is as under:

Amount in Rs

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Trade Payable	20,98,510	25,65,219	31,34,869
Other Current Liabilities	45,41,902	40,28,940	34,18,368
Inventories	27,70,384	27,42,671	27,16,770
Short Term Loans & Advances (Asset)	41,50,000	41,50,000	41,50,000
Revenue from Operations	6,77,590	5,12,962	6,10,572
Employee Benefit Expenses	2,82,000	2,04,000	3,36,000

The above financial data demonstrates that the Company had active trade payables, inventories, revenue from operations, and employee benefit expenses during each of the said financial years, clearly evidencing that it was a going concern carrying on its business and operations.

6.4 The Company also owns land situated at Kailodhala Village, Tehsil Indore, in Patwari Halka Number 18, Survey No. 287/1/3 measuring 0.608 Hectares, Khasra No. 287. The copy of the Sale Deed and Revenue Records have been placed on record as Annexure 5.

- 6.5 The Registrar struck off the name of the Company under Section 248(1)(c) of the Companies Act, 2013 on the ground that the Company was not carrying on any business or operation for a period of two immediately preceding financial years and had not applied for dormant company status under Section 455. The Applicant submits that this ground was unreasonable and harsh, particularly in light of the financial data showing active operations. Furthermore, the Ld. Registrar had alternate remedies available under the law: (i) to issue a notice under Section 455(4) of the Companies Act, 2013 and register the Company as a Dormant Company; or (ii) to initiate penal action under Section 137(3) (non-filing of financial statements) and Section 92(5) (non-filing of annual returns) of the Companies Act, 2013. Instead of adopting these alternate remedies, the Ld. Registrar chose the more drastic measure of striking off the name, which is arbitrary and disproportionate in the circumstances.
- 6.6 The striking off has significantly and adversely affected the business of the Company and the interests of all its stakeholders. The personnel associated with the Company are on the verge of discontinuing their association on account of the hardship caused by the struck-off status. The Petitioner therefore requests this Hon'ble Tribunal for the restoration of the name of the Company in the best interest of the Company and all its stakeholders. Upon restoration, the Company undertakes to file all overdue returns under the Companies Act, 2013 with the statutory filing fee and additional fee payable under Section 403 of the Companies

Act, 2013 read with the Companies (Registration Offices and Fees) Rules, 2014.

SUBMISSIONS OF THE RESPONDENT – REGISTRAR OF COMPANIES, GWALIOR

7. The Respondent – ROC, Gwalior, through the Report/Reply dated 26.09.2025 filed by Dy. Registrar Anjali Pokhriyal, has submitted as under:
 - 7.1 The name of M/s. Space City Homes Private Limited (CIN: U45201MP2008PTC020900) was struck off from the Register of Companies on 12.04.2022 and published in the Official Gazette on 16.04.2022.
 - 7.2 The present application for restoration has been filed within the 20-year time limit prescribed u/s 252(3) of the Act.
 - 7.3 The Company last filed its Annual Return made up to 24.09.2018 and Balance Sheet as at 31.03.2018, and has not filed its annual return and balance sheet from 31.03.2019 onwards as per the requirements of the Companies Act, 2013. The petition may be decided on merit subject to filing of e-form of statutory documents, annual return and balance sheet.
8. The Respondent – ROC, Madhya Pradesh (Gwalior) has sought some reliefs if the name of company is restored. In response to the observations of the ROC, Gwalior in its reply/report the applicant has filed an affidavit of undertaking dated 13.01.2026. The parallel details of both of them are as follows:

S. No.	Submission / Prayer of the Respondent (RoC)	Response / Clarification of the Applicant
1.	The said petition may be decided on merit subject to filing e-form of statutory documents, annual return and balance sheet as the company has not filed its annual return and balance sheet from 31.03.2019 as per the requirement of Companies Act, 2013.	<p>It is stated and submitted that the name of the Company is primarily required to be restored first and the status of the company is required to be changed to "Active" and only pursuant to such change in the Status on MCA registry, the overdue returns of the preceding years can be filed with requisite filing fee.</p> <p>I undertake to file all the overdue returns/forms/documents of preceding financial years immediately upon a change in the status of the Company pursuant to the restoration order once passed by this Hon'ble NCLT.</p>
2.	The Hon'ble Tribunal would be pleased to direct the applicant to publish the order of NCLT in any 01 (one) widely circulated	It is undertaken to publish the Notice of the order of this Hon'ble Tribunal, once passed, for the restoration of the name of the Company in English Newspapers

S. No.	Submission / Prayer of the Respondent (RoC)	Response / Clarification of the Applicant
	Hindi and English newspaper and bear the expenses of publication charges.	having Nationwide Circulation and in Vernacular language Newspaper having State-wide circulation.
3.	The Hon'ble Tribunal would be pleased to direct the applicant to deposit the cost of publication of order in Official Gazette in Pay & Accounts Officer, Mumbai account.	It is undertaken to deposit the cost of publication in the Official Gazette to the Pay and Accounts Officer, Mumbai Account or in such manner as per the order/direction of this Hon'ble Tribunal.
4.	The Hon'ble Tribunal would be pleased to direct the applicant to submit the declaration that no assets/properties acquired/disposed off after the date of company as strike-off by the Registrar, if any assets/properties disposed/acquired after the above date, the details of the same may kindly be	It is declared that that no assets/properties of the Company have been acquired or disposed of after the date of striking off the name of the Company by the Registrar.

S. No.	Submission / Prayer of the Respondent (RoC)	Response / Clarification of the Applicant
	submitted before this Hon'ble Tribunal.	
5.	The applicant may submit that no management dispute/title dispute etc. is pending in the matter if pending may kindly be submitted before this Tribunal.	It is stated and submitted that no dispute in the title of the property or dispute of any nature is subsisting in the management/board/shareholders of the Company.
6.	The Hon'ble Tribunal would be pleased to direct the management of strikeoff company to file an affidavit that all the pending filing shall be completed from the date of order of Hon'ble NCLT within 60 days with fine/penalty/additional fees as per Rule and submit the compliance report before the Hon'ble Tribunal.	It is undertaken to comply with all the statutory requirements and file all such pending returns within 60 days from the date on which the order of Restoration of the name of the Company is passed by this Hon'ble Tribunal,

INCOME TAX DEPARTMENT – REPORT AND DEMANDS

9. The Applicant has issued notices to Income tax Department by e-mail on 15.08.2025 and 19.08.2025, and thereafter by Speed Post on 01.01.2026 (delivered). The Income Tax Department filed its report dated 06.03.2026 raising the following demands:

S. No.	AY	Section	Demand Amount
1	2009-10	Sec. 143(3) of Income Tax Act, 1961	Rs. 60,56,400/-
2	2019-20	Sec. 143(1)(a) of Income Tax Act, 1961	Rs. 300/-

10. The Applicant had filed Rejoinder-cum-Undertaking dated 13.03.2026 (in reply to Income Tax Report), mentioned that with regard to the Income Tax demands: (a) With reference to the demand of Rs. 60,56,400/- for Assessment Year 2009-10 raised under Section 143(3) of the Income Tax Act, 1961, the Company has preferred an appeal before the Income Tax Appellate Tribunal, Indore Bench (Acknowledgement No. 1800035488; filed on 30.08.2025), challenging the assessment order, and the said appeal is presently pending. The Appellant undertakes to make the payment of Income Tax dues, if demand still subsists after the disposal of the preferred appeal before Hon'ble ITAT. Therefore, in order to effectively participate in the proceedings before the Hon'ble ITAT, it is required to get the name of Company be restored in the register of companies maintained by the ROC, Gwalior.
11. The restoration of the name is in the best interest of revenue so that the Company can effectively participate in proceedings before the ITAT. (b) With reference to the demand of Rs. 300/- for AY

2019-20 under Section 143(1)(a) of the Income Tax Act, 1961, the Appellant undertakes to make its payment immediately upon restoration of the Company's name.

ANALYSIS AND FINDINGS:

12. We have carefully considered the documents on record and the primary question before this Tribunal is whether the Appellant has established sufficient cause for the restoration of the name of M/s. Space City Homes Private Limited in the Register of Companies maintained by the Registrar of Companies, Gwalior, under Section 252(3) of the Companies Act, 2013.

Jurisdiction and Limitation:

13. The application has been filed by the Appellant within the 20-year time limit prescribed under Section 252(3) of the Companies Act, 2013, as the name was struck off on 12.04.2022. The Respondent – ROC, Gwalior has also not raised any objection on the ground of limitation. Accordingly, the petition is within the prescribed period of limitation and this Tribunal has jurisdiction to entertain the same.

Locus Standi of the Appellant:

14. The Appellant, Arun Dagaria, is a registered member and equity shareholder of the Company holding 100 equity shares constituting 0.1% of the paid-up equity share capital. Section 252(3) of the Companies Act, 2013 confers the right on any member or creditor of the company to make an application to the Tribunal for restoration of the name. The right is an individual right and is not conditional upon any minimum threshold of shareholding. The Respondent – ROC has also not disputed the

locus of the Appellant. Accordingly, we find that the Appellant has the requisite locus standi to maintain the present petition.

Reason for Strike-Off and Bona Fide Intent:

15. The name of the Company was struck off on account of non-filing of statutory returns and compliances. The Appellant has categorically submitted that the restoration is sought solely to recommence the business and operations of the Company and to enable it to comply with statutory obligations. The Appellant has given an unequivocal undertaking to file all overdue returns, forms, and documents of the preceding financial years within 60 days of the restoration order. There is no allegation or material on record suggesting that the Company was used for any fraudulent or unlawful purpose.

No Management Dispute:

16. The Appellant has categorically affirmed that there has been no change in the shareholding pattern after the date of strike-off and that there is no dispute of any nature pending amongst the Directors and Shareholders of the Company.

Income Tax Dues and Demands:

17. The Income Tax Department issued notices to the Company and filed its report before this Tribunal raising two demands: (i) Rs. 60,56,400/- for AY 2009-10 under Section 143(3) of the Income Tax Act, 1961, against which the Company has filed an appeal before the ITAT, Indore Bench on 30.08.2025 (Acknowledgement No. 1800035488), which is pending adjudication; and (ii) Rs. 300/- for AY 2019-20 under Section 143(1)(a) of the Income Tax Act, 1961. The Appellant, by way of the Rejoinder-cum-Undertaking dated 13.03.2026, has specifically undertaken to: (a) pay the demand for AY 2009-10 if it subsists after the disposal of

the ITAT appeal; and (b) pay the demand of Rs. 300/- for AY 2019-20 immediately upon restoration.

18. We note that restoration of the Company's name is, in fact, in the best interest of the Revenue as it would enable the Company to actively participate in the proceedings before the ITAT. The pendency of an Income Tax appeal by itself does not preclude the grant of restoration, particularly when specific undertakings regarding payment have been given. The demands of the Income Tax Department are duly noted and the Appellant's undertakings are placed on record.

No Assets Disposed/Acquired:

19. The Appellant has, under oath, declared that no assets/properties of the Company have been acquired or disposed of after the date of striking off of its name by the Registrar. No material to the contrary has been placed on record by any party.
20. Considering the totality of the facts and circumstances we are satisfied that the present petition deserves to be allowed with suitable conditions and directions.

ORDER

21. In view of the above findings, and upon due consideration of the pleadings, affidavits, undertakings, and the reports of the Respondent – ROC and the Income Tax Department, and upon hearing the parties, this Tribunal hereby directs as follows:

1. The Company Appeal No. 5(MP)/2025 is hereby **ALLOWED**.
2. The Registrar of Companies, Gwalior is hereby directed to restore the name of **M/s. Space City Homes Private Limited** (CIN: U45201MP2008PTC020900) in the Register of Companies maintained by the Registrar of Companies,

Gwalior, and to change the status of the Company from 'Strike Off' to 'Active' on the MCA portal, forthwith upon receipt of a certified copy of this order.

3. The Applicant/Petitioner shall, within 30 (thirty) days from the date of this order, cause publication of this order in at least one (1) widely circulated English newspaper having Nationwide Circulation and at least one (1) Hindi/Vernacular newspaper having State-wide circulation in Madhya Pradesh, at his own expense.
4. The Applicant/Petitioner shall, within 30 (thirty) days from the date of this order, deposit the cost of publication of this order in the Official Gazette with the Pay and Accounts Officer, Mumbai Account, or in such manner as may be directed by the ROC, Gwalior.
5. The Applicant/Petitioner, and/or the restored Company through its Directors, shall file all pending/overdue statutory returns, annual returns, balance sheets, and all such forms/documents required under the Companies Act, 2013 and rules thereunder for all preceding financial years, within 60 (sixty) days from the date on which the name of the Company is restored in the Register of Companies, along with the requisite filing fee/additional fee/penalty as applicable. A compliance report shall be filed before this Tribunal upon completion.
6. The name of the company has been struck off in the year 2022 by ROC, however it is noted that the Company has not filed any Annual Return or Balance Sheet since the from year 2019 and onwards. Hence, the Applicants shall pay a cost of **Rs.**

50,000/- (Rupees fifty thousand only) to the Consolidated Fund of India through the Bharat Kosh portal, within 30 (thirty) days from the date of this order. Proof of such payment shall be submitted to the RoC within the said period. Upon submission of such proof, the bank account(s) of the Company that stand frozen consequent to the striking-off shall stand defrozen, and the concerned bank(s) shall be intimated accordingly.

7. The restoration of the name of the Company on the Register of Companies shall have the effect of placing the Company and all other persons in the same position as nearly as may be, as if the name of the Company had never been struck off from the Register of Companies, in terms of Section 252(3) of the Companies Act, 2013.
8. Accordingly, the Companies Appeal No. 5 of 2025 is stands **allowed** and **disposed of** in above terms.

Sd/-

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

Chandni – L.R.A.