

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

An Application under Section 252(3) of the Companies Act, 2013.

IN THE MATTER OF:

SILICONN INFRACON PRIVATE LIMITED, having its registered office at Bentick Street Asha Chambers, Room No. 122, Kolkata-700001, West Bengal, India through its member Mr. Sumit Sharma.

...Struck Off

-And-

SUMIT SHARMA, member of Siliconn Infracon Private Limited, having its registered office at 6B, Bentick Street Asha Chambers, Room No. 122, Kolkata-700001, West Bengal, India.

...Petitioner/Applicant

-Versus-

- 1. REGISTRAR OF COMPANIES, (ROC KOLKATA) WEST BENGAL**, having its office at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata-700020.
- 2. SILICONN INFRACON PRIVATE LIMITED**, having its registered office at 6B, Bentick Street Asha Chambers, Room No. 122, Kolkata-700001, West Bengal, India.

...Respondents

Date of Pronouncement: 09.06.2026

CORAM:

**SMT. BIDISHA BANERJEE, HON'BLE MEMBER (JUDICIAL)
CMDE SIDDHARTH MISHRA, HON'BLE MEMBER (TECHNICAL)**

APPEARANCE:

For the Petitioner:

Mr. Rohit Kr. Keshri, Adv.

Mr. Ankit Chaurasia, Adv.

Ms. Shivaani Kedia, CA

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C.P. No. 19/KB/2025

O R D E R

Per: Smt. Bidisha Banerjee, Member (Judicial):

- 1.** This Company Petition has been filed by Mr. Sumit Sharma, a member of Siliconn Infracon Private Limited under section 252(3) of the Companies Act, 2013 for restoration of name of the struck off company in the register of companies, maintained in the office of the Registrar of Companies, West Bengal. It is stated that the name of the Company was struck off on 03.02.2022.

- 2.** It has been submitted that the Company has entered into Land Development Agreement on 02.09.2024 with Saanvi Developers & Realtors Private Limited. However, due to dispute between Partners, the existing businesses of the instant company came to a standstill and no statutory or legal compliances could be done due to ongoing dispute.

- 3.** Thereafter, a good project came by around September 2024, in which the entire management was keenly interested. Therefore, the Shareholders decided to execute this project and move further with the documentation process. It was then where it came to the knowledge of the Petitioner that due to internal tiff within the management, the company had not complied with the relevant provisions of the Companies Act by non-filing of the annual accounts and returns resulting to Strike off of the Company by the Respondent No. 1.

- 4.** The Applicant submits that the Company was regular in filing its Annual Compliance since incorporation till 2018 and has filed its last Annual Accounts with the Ministry of Corporate Affairs as on 31.03.2018 thereafter the Company was unable to file its Returns.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

- 5.** It is averred that it came to the notice of the petitioner that the name of the petitioner has been struck off recently through banking officials when the Company approached the Bank for financial assistance.
- 6.** It is further submitted that the petitioner has been trying to maintain all its requisite documents as per the provisions of the Companies Act, but owing to the inadvertent and unavoidable conditions, the statutory documents as required under the law could not be filed with the Respondent in time.
- 7.** It is submitted that the name of the petitioner has been struck off under Section 248(5) of the Companies Act, 2013 from the portal of Ministry of Corporate Affairs, and such status was published in Form STK-7 and reflected in the master data of the company without following due procedure or providing the Petitioner an opportunity of being heard.
- 8.** The Registrar of Companies, Kolkata, the Respondent herein, has raised several objections to the Petition, primarily on the grounds that the struck off Company is a shell company, that there are inconsistencies in the financial documents and that the Petitioner is neither a shareholder nor a member authorized to institute the present Petition.
- 9.** The Respondent had a reasonable cause to believe that the Company was not in operation as the last Annual Return and Balance Sheet submitted by the Company before it was struck off pertained to the financial year ending on 31.03.2018. Thereafter, the name of the company was struck off as per the provision of Section 248(1)(c) of the Companies Act read with Rule 9 of the Companies (Removal of Name of Companies from the Registrar of Companies) Rules, 2016 vide Notice in the form of STK-7 dated 03.02.2022.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

- 10.** Furthermore, the company at the time of Strike Off was not carrying out business as per the Memorandum of Association. The company has recorded interest income under other income of Profit and Loss account, which is not in consonance to the main object mentioned in Clause III (A) of Memorandum of Association. Hence, in the light of the Profit & Loss account, the above company has not disclosed non-current investment under Note 8 in all the Financial attached, which does not comply with Section 186(4) & punishable under Section 186(3).
- 11.** The company issued high premium immediately after incorporation when the company was not doing any business as per the MOA. There is no meaningful justification net worth of the company while issuing of shares at such high Premium. Thus, the struck off company has the attributes of a shell company.
- 12.** Additionally, as per the Share Transfer Form (SH-4), 2,11,620 equity shares have been transferred by Tanzil Interior Limited to the Petitioner on 29.03.2018. However, this change in shareholding has reflected neither in the Financial Year 2017-18, nor in Annual Returns for Financial Year 2017-18.
- 13.** As per the balance sheets for the F.Y. 2017-18, the struck off company is also a subsidiary of Tanzil Interior Limited, which has also been struck off. Furthermore, the audited Balance Sheets for the Year 2017-2018 shows that their investment in the shares of the struck off company is still intact as compared to the preceding Financial Year 2016-17. Thus, as per the records of the registry, the Applicant is not a shareholder of the struck off company, and therefore not competent to file the present petition.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

- 14.** It is also stated that in the Financial Statement for financial year 2018-19 to 2023-24 annexed with the petition, it has been found that the Balance Sheet are undated, and UDIN have also not been mentioned, raising serious doubts over the authenticity of the aforementioned financial statement. Hence, the submission of the company made in the petition that the company was carrying out business during the period of strike off, may not be correct. Owing to the aforementioned findings, the Registrar of Companies prays for dismissal of the petition.
- 15.** In the Rejoinder, the Applicant contends that the Respondent erred in striking off the company from the Register as the same was done without proper due diligence and investigation and under a wrongful assumption that the company is not carrying business activities.
- 16.** It is averred that the struck off company failed to file the annual accounts and returns with the Respondent due to internal tiff and lack of coordination between the management. Moreover, when the Notice of strike off in the form of STK-7 dated 03.02.2022 had not been issued to the petitioner at the registered address of the company and no separate time was given to file the reply by the petitioner.
- 17.** It is stated that the struck off company was engaged in bona fide business activities aligned with its objects set out in its constitutional documents. Mere absence of large-scale business operations or significant turnover during the relevant period cannot be construed as deviation from its main object as a ground for adverse inference.
- 18.** It is further stated that from 2009 to 2012, the Company was engaged in the development and execution of a business model that held significant potential for commercial success. Therefore, the issuance of shares at a high premium during the said period was reflective of the Company's prospective business opportunities and commercial

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

potential, and therefore, cannot by itself be construed as an indicator of the Company being a Shell Company.

- 19.** It is contended that the shares were duly transferred from Tanzil Interior Limited to Mr. Sumit Sharma on 29.03.2018. However, due to an inadvertent and unintentional human error, the said change in shareholding was not reflected in Form MGT-7 for the Financial Year 2017-18, nor was it updated in the Annual Return for the said period.
- 20.** It is further contended that the Financial Statements are dated and for the Financial Year 2018-19, UDIN was not mandatory. For the Financial Years 2019-24, UDIN was given by the Auditor.
- 21.** The submissions of the learned counsel has been heard and the materials placed on record have been perused.
- 22.** It is evident that owing to non filing of annual returns after 2018 and certain inconsistencies in the financial statements and annual return, the Registrar of Companies had a reasonable cause to believe that the Company was not carrying on any business in the preceding financial years and therefore, struck off the Company vide notice dated 03.02.2022.
- 23.** The petitioner attributes the non-fulfilment of statutory compliances to internal dispute and lack of coordination and cooperation within the management of the Company. However, this reason does not sufficiently explain the failure on part of the Company to file its Annual Returns with the Registrar of Companies for seven long years.
- 24.** It is also pertinent to note that the alleged transfer of shares from Tanzil Interior Limited to the Petitioner has not reflected in the Annual returns of the Company and Balance Sheets of Tanzil Interior Limited continues

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-I
KOLKATA**

C.P. No. 19/KB/2025

to exhibit it as the holder of the purported shares. Therefore, the Petitioner is not a shareholder of the Company, competent to maintain the present Petition.

- 25.** The petitioner has not placed any document on record substantiating the supposed commercial opportunities, pursuant to which shares at a high premium were issued in the initial years following its incorporation.
- 26.** This Tribunal is therefore of the considered view that a sufficient case for restoration of the Company has not been made out in the present Petition.
- 27.** Accordingly, the present Company Petition being **C.P. No. 19/KB/2025** stands **dismissed**.
- 28.** The Registry is directed to send e-mail copies of the order forthwith to all the parties inclusive of the Counsel.
- 29.** Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.

Cmde Siddharth Mishra
Member (Technical)

Smt. Bidisha Banerjee
Member (Judicial)

The Order signed this, on the **9th** day of **June 2026**.

Anubhuti S (LRA)