

NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
COURT NO. 1

ITEM No.201
CP/18(MP)2025

Order under Section 252(3)

IN THE MATTER OF:

Arun Dixit
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 09/06/2026

The case is fixed for pronouncement of the order.

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

Sd/-

MAN MOHAN GUPTA
MEMBER (TECHNICAL)

Tomar

Sd/-

BRAJENDRA MANI TRIPATHI
MEMBER (JUDICIAL)

THE NATIONAL COMPANY LAW TRIBUNAL

INDORE BENCH

Company Petition No. 18 (MP) of 2025

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

Arun Dixit

House No. S 1, Plot No. 5A Sector, Anjani Residency,

Patel Nagar, Huzur, Bhopal,

Madhya Pradesh — 462022

..... **Petitioner**

Versus

The Registrar of Companies, Gwalior,

ROC Bhavan, 3rd Floor, 'A' Block, Sanjay Complex,

Jayendra Ganj, Gwalior — 474009,

Madhya Pradesh

.....**Respondent**

CORAM:

Shri Brajendra Mani Tripathi, Member (J)

Shri Man Mohan Gupta, Member (T)

APPEARANCE:

For the Applicant: Mr. Vinit Nagar, PCS

For the Respondent: None

ORDER

Pronounced on 09.06.2026

1. This is a Company Petition No. **18/MP/2025** filed under Section 252(3) of the Companies Act, 2013 (**the ‘Act’**) filed by Shri Arun Dixit, seeking restoration of the name of the Company in the Register of Companies maintained by the Registrar of Companies, Gwalior.
2. It is submitted that the name of the Company, namely **M/s. Emperor Granites Pvt Ltd**, was struck off from the Register of Companies by the Registrar of Companies, Gwalior, and stood dissolved with effect from **26.05.2017** on account of default in compliance with the statutory requirements.
3. The Petitioner’s case in brief is:
 - a) M/s. Emperor Granites Pvt Ltd bearing **CIN: U14101MP1993PTC007974**, was incorporated on 19.11.1993 as a Private Limited Company under the Companies Act, 1956, with its Registered Office at 19,20, Press Complex Zone I, M.P. Nagar, Bhopal, Madhya Pradesh.
 - b) The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 1,00,000 (One Lakh) equity shares of Rs. 100/- (Rupees Hundred) each, and the Paid-up equity share capital

is Rs. 4,24,000/- (Rupees Four Lakhs Twenty-Four Thousand only) divided into 4,240 (Four Thousand Two Hundred and Forty) equity shares of Rs. 100/- each.

- c) As per the master data of the Company on the MCA portal, the Directors of the Company as on the date of strike-off were as under:

S. No.	DIN	Name	Designation
i.	03573167	Shri Arun Dixit	Director
ii.	03343346	Shri Shivpratap Jadon	Director

- d) 1. The Company was incorporated for the principal object to produce, manufacture, treat, process, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockists, distributors and suppliers of all kinds of Granites ordinary, white coloured product of any description such as slabs blocks, tiles, garden-wares, and otherwise and articles things. Compounds and preparation connected with the aforesaid products and in connection therewith to take on lease or acquire, erect, construct, establish, work, operate and maintain factories, quarries, mines, workshops and other works.
2. To set up factories and deal in the crushing and marketing of various minerals, barytes, calcite gypsum, lime stone, china clay, soapstone and silica by taking on lease or otherwise various mines and Putting up machinery for pulverising the various minerals.

- e) The Company has an industrial land situated at Stone Park, Purani Chawwani, Gwalior, measuring approximately 22,000 Sq. Ft., allotted by Industrial Infrastructure Development Corporation (Gwalior) M.P. Ltd. The Board resolved to set up a manufacturing unit on the said industrial land for the manufacture of Garden Tiles, Roof Tiles, Floor Tiles and Front Elevation Tiles. The Company last filed its Annual Return up to 30.09.2013 and its Balance Sheet as at 31.03.2013 with the Registrar of Companies, Gwalior. Income Tax Returns were last filed up to Assessment Year 2011-12.
- f) On account of financial constraints and inadvertent failure by the Board of Directors to keep track of mandatory compliances and filings under the Companies Act, the Company could not file its statutory returns and financial statements for the years subsequent to FY 2012-13. The Directors of the Company were under the bona fide impression that the statutory returns of the Company were being filed in the regular course of business, and the failure to file the said returns was wholly unintended and neither intentional nor mala fide.
- g) The Registrar of Companies, Gwalior, having reasonable cause to believe that the Company was not carrying on any business or operation, issued a Public Notice in Form STK-5 on 10.03.2017 under Section 248(1)(c) read with Rule 7 of the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016, No reply or representation was received from the Company or its Directors against the said Notice. Thereafter, Form STK-7 (Notice of Striking Off and Dissolution) was issued on 14.06.2017 vide No. ROC-G/248(5)/2017/2949. The name of the

Company was struck off from the Register of Companies on 26.05.2017 and the same was notified in the Official Gazette of India dated 12.08.2017 (Gazette No. 32), with the Company appearing at Sl. No. 170 in the dissolved companies list. The Board of Directors of the Company had never resolved to close the business of the Company at any point in time.

- h) The Petitioner accordingly seeks an order under Section 252(3) of the Companies Act, 2013 directing restoration of the name of M/s. Emperor Granites Pvt Ltd to the Register of Companies maintained by the Registrar of Companies, Gwalior, change of the status of the Company from 'Strike Off' to 'Active' on the MCA portal, placement of the Company and all concerned parties in the same position as if the name of the Company had never been struck off, and grant of such further consequential and ancillary directions as this Tribunal may consider just and proper.
 - i) The Petitioner has declared that no other petition or appeal has been filed before any Tribunal or Court of Law regarding the same subject matter.
4. The Registrar of Companies, Gwalior, filed its Report dated 08.12.2025. In the said Report, the Respondent confirmed that the Company was incorporated on 19.11.1993; that the Company last filed its Annual Return made up to 30.09.2013 and its Balance Sheet as at 31.03.2013; that the name of the Company was struck off on 26.05.2017 by publishing the notice in the Official Gazette on 12.08.2017; and that the application has been filed within the 20-year time limit prescribed under Section 252(3). The details of the said submissions and the Petitioner's responses are tabulated below:

S. No.	Submission / Prayer of the Respondent (RoC)	Response / Undertaking of the Petitioner
1	The petition be decided on merit subject to the applicant filing e-forms of annual returns and balance sheets from 31.03.2013 onwards, as the Company has not filed its annual returns and balance sheets from that date as per the requirement of the Companies Act, 2013.	The name of the Company must first be restored and its status changed to 'Active' on the MCA registry. All overdue returns, forms and documents for preceding financial years shall be filed immediately upon change of status pursuant to the restoration order.
2	The applicant be directed to publish the order of NCLT in any 01 (one) widely circulated Hindi and English newspaper and bear the expenses of publication charges.	The order of this Tribunal, once passed, shall be published in English Newspapers having Nationwide Circulation and in Vernacular language Newspaper having State-wide circulation.
3	The applicant be directed to deposit the cost of publication of the order in the Official Gazette with the Pay and Accounts Officer, Mumbai.	The cost of publication of the order in the Official Gazette shall be deposited with the Pay and Accounts Officer, Mumbai, or in such manner as may be directed by this Tribunal.

S. No.	Submission / Prayer of the Respondent (RoC)	Response / Undertaking of the Petitioner
4	The applicant be directed to submit a declaration that no assets or properties of the Company have been acquired or disposed of after the date of striking off; and if any such transaction has occurred, the details thereof be submitted before this Tribunal.	No assets or properties of the Company have been acquired or disposed of after the date of striking off the name of the Company by the Registrar.
5	The applicant be directed to submit that no management dispute or title dispute is pending in the matter.	No dispute in the title of the properties of the Company subsists, and no dispute of any nature is pending in respect of the management, Board or shareholders of the Company.
6	The management be directed to file an affidavit that all pending filings shall be completed within 60 days from the date of the restoration order with applicable fine, penalty and additional fees, and to submit a compliance report before this Tribunal.	All pending statutory filings shall be completed within 60 days from the date on which the restoration order is passed by this Tribunal.

5. Thereafter, an Additional Affidavit cum Undertaking dated 11.03.2026 was filed on behalf of the Petitioner through CS Vinit Nagar, M/s. Vinit Nagar & Co., Company Secretaries. In the said Additional Affidavit, the Petitioner placed on record the financial statements of the Company for two further periods: (i) for the financial years 2017-18 and 2018-19, which sets forth the status of the business and operations of the Company at the relevant point in time when its name was struck off by the Registrar of Companies, Gwalior on 26.05. 2017, as **Annexure-1 ‘Colly’**; and (ii) for the financial year 2024-25, being the latest financial statements of the Company indicating the unsettled financials including both assets and liabilities as on March 31, 2025, as Annexure-2. The financial statements disclose that the Company holds a plot (tangible fixed asset) with a gross block of **Rs. 24,20,959/-** and long-term loans and advances of **Rs. 36,29,227/-** (Capital Work in Progress Advance); that there has been no revenue from operations in any of the years under audit; and that no business activity has been undertaken during any of the said years. The auditor has drawn attention in each report to the fact that the Company has been struck off by the Registrar of Companies and, as a struck-off entity, it is unable to carry on business, incur liabilities or hold assets in its name.

Particulars	FY 2017-18 (Rs.)	FY 2018-19 (Rs.)	FY 2024-25 (Rs.)
A. EQUITY AND LIABILITIES			
Share Capital	4,24,000	4,24,000	4,24,000
Reserves & Surplus (deficit)	(13,35,541)	(13,35,541)	(13,35,541)
Long-Term Borrowings	69,51,727	69,51,727	69,51,727
Other Current Liabilities	10,000	10,000	10,000
Total (A)	60,50,186	60,50,186	60,50,186
B. ASSETS			

Particulars	FY 2017-18 (Rs.)	FY 2018-19 (Rs.)	FY 2024-25 (Rs.)
Fixed Assets — Plot (Tangible)	24,20,959	24,20,959	24,20,959
LT Loans & Advances (CWIP Advance)	36,29,227	36,29,227	36,29,227
Total (B)	60,50,186	60,50,186	60,50,186
C. PROFIT & LOSS			
Revenue from Operations	Nil	Nil	Nil
Profit / (Loss) for the year	Nil	Nil	Nil

6. The Income Tax Department filed its Report dated 25.03.2026 (F.No. ACIT-1(1)/BPL/NCLT Matter/2025-26). The said Report states that as per ITBA records, there are no dues and no proceedings are pending as on date in the case of M/s. Emperor Granites Pvt Ltd (PAN: AAACE9370L), and that no assessment or penalty proceedings are currently pending. The Income Tax Department accordingly has no objection to the grant of the present petition.

Observation & Analysis:

7. We have heard the learned counsel for the Petitioner and perused the material on record including the petition, the Additional Affidavit cum Undertaking, the Report of the Respondent, the Report of the Income Tax Department, and the Affidavit of Undertaking filed by the Petitioner.
8. The Registered Office of the Company is situated at Bhopal, Madhya Pradesh, which falls within the territorial jurisdiction of this Bench. This Tribunal is, therefore, competent to entertain and decide the present petition.
9. The name of the Company was struck off from the Register of Companies on 26.05.2017. Section 252(3) of the Companies Act, 2013 provides that an

application for restoration may be made at any time within a period of twenty years from the date of publication in the Official Gazette of the notice of striking off. The Gazette notification is dated 12.08.2017. The Respondent has expressly conceded in its Report that the present application has been filed within the 20-year time limit. The petition is accordingly within limitation.

10. Section 252(3) of the Companies Act, 2013 permits a member of the company to apply to the Tribunal for restoration. The Petitioner, Shri Arun Dixit, is a registered member of the Company holding 4,220 equity shares constituting 99.52% of the paid-up equity share capital as on the date of strike-off, as confirmed by the Respondent in its Report. The Petitioner has the requisite locus standi to file the present petition.
11. At this juncture, it would be advantageous to examine the mandatory requirements of Section 252(3) of the Companies Act, 2013 insofar as the grant of the relief as prayed for by the Appellant is concerned. Section 252(3) of the Act is reproduced below for better appreciation:

Section 252. Appeal to Tribunal

(1)

(2)

(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.** On the merits of the petition, it is seen that the Company was incorporated as far back as 19.11.1993 and has been in the business of production, manufacture and dealing in Granites for several decades. The failure to file statutory returns was not on account of any intention to abandon the business but was due to financial constraints and inadvertent oversight by the Board of Directors in keeping track of mandatory compliances. The Board of Directors had never resolved to discontinue or close the business. The Company holds an industrial land at Stone Park, Purani Chawwani, Gwalior, allotted by Industrial Infrastructure Development Corporation (Gwalior) M.P. Ltd., on which the Company intends to set up a manufacturing unit. Restoration of the Company's name is necessary for the Company to continue its business operations, settle its outstanding accounts, access its bank account and undertake all pending statutory compliances. The Petitioner has placed on record an unconditional undertaking to file all overdue returns and financial statements within 60 days of the restoration order and to comply with all other directions of this Tribunal.
- 13.** The Respondent has not opposed the petition on merits and has, in fact, conceded that the petition is within the prescribed period of limitation. It is settled that dissolution of a company on account of non-filing of returns is a measure of last

resort and does not foreclose the right of a member or other interested person to seek restoration within the prescribed period where the dissolution was not on account of a voluntary decision to wind up the company. This Tribunal is satisfied that the Company had not intended to close its business and that the circumstances warrant restoration.

14. Having regard to the facts and circumstances narrated above, the undertakings given by the Petitioner in the Affidavit of Undertaking dated 08.01.2026 and the Additional Affidavit cum Undertaking dated 11.03.2026, the financial statements placed on record, the Report of the Respondent, and the no-objection Report of the Income Tax Department, this Tribunal is satisfied that it is just and equitable that the name of M/s. Emperor Granites Pvt Ltd be restored to the Register of Companies maintained by the Registrar of Companies, Gwalior. The Petition deserves **to be allowed** subject to strict conditions & payment of costs.

ORDER

15. By exercising the powers conferred on this Tribunal under Section 252 of the Companies Act, 2013, the Tribunal issues the following directions:
- (i) The Registrar of Companies, Madhya Pradesh, Gwalior, is directed to restore the name of the Petitioner Company, of **M/s. Emperor Granites Pvt Ltd (CIN: U14101MP1993PTC007974)** to the Register of Companies as if its name had not been struck off, with the resultant and consequential actions, including changing the status of the Company from “Strike Off” to “Active”.
 - (ii) The restoration of the name of the Company is subject to the payment of cost of Rs.1,00,000/- by the petitioner to the Consolidated Fund of India through Bharat Kosh, and the submission of proof of such payment to the RoC within

- two weeks of this order. Upon such payment, the bank account(s) of the Company that stand frozen shall be defreeze.
- iii) The petitioner shall file a copy of this order with the RoC within thirty (30) days from the date of this order. The RoC shall give effect to this order only upon verifying the compliance report in respect of the cost imposed
- (iv) The Petitioner is directed to file all overdue statutory returns, annual returns and financial statements with the Registrar of Companies, Gwalior from the financial year 2012-13 onwards, along with applicable statutory filing fee, additional fee and penalty as prescribed under Section 403 of the Companies Act, 2013 read with the Companies (Registration Offices and Fees) Rules, 2014, within **60** (sixty) days from the date of this order. A compliance report to this effect shall be filed before this Tribunal.
- (v) The Petitioner/Company is directed to publish a notice of this order in one English newspaper having nationwide circulation and in one vernacular language (Hindi) newspaper having State-wide circulation in Madhya Pradesh, within 30 (thirty) days from the date of this order, at the cost of the Petitioner.
- (vi) The Petitioner is directed to deposit the cost of publication of this order in the Official Gazette of India with the Pay and Accounts Officer, Mumbai, within 30 (thirty) days from the date of this order, and to submit proof thereof before this Tribunal.
- (vii) The Petitioner shall file an affidavit before this Tribunal stating that no assets or properties of the Company have been acquired or disposed of after the date of strike-off, and that no management dispute or title dispute is pending in

respect of the Company, in terms of the statements already made by the Appellant in its Rejoinder to the Reply of the Respondent.

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

16. Accordingly, Company Petition No. 18 /MP/2025 stands allowed and disposed of in the above terms

Sd/-

**MAN MOHAN GUPTA
(MEMBER TECHNICAL)**

Sd/-

**BRAJENDRA MANI TRIPATHI
(MEMBER JUDICIAL)**

Deepti - LRA