

**NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH
GUWAHATI**

ORDER SHEET OF THE HEARING ON 12th JUNE 2026

CP/4/GB/2026

**Present: 1. Hon'ble Member (Judicial), Shri Rammurti Kushawaha
2. Hon'ble Member (Technical), Shri Yogendra Kumar Singh**

In the Matter of	Azizur Raja Rahman (alias Azizur Rahman Sheikh) Vs Registrar of Companies, Guwahati 2. S P Investment and Development Company Pvt. Ltd.
Under Section	U/s 252(3) of Comp. Act, 2013

Appearances (via video conferencing/physically)

For Petitioner (s) : Mr. Bishal Agarwal, Adv.

For Respondent (s) : Mr. Pfofri, STA for ROC,

ORDER

Order pronounced in open court *vide* separate sheets.

Sd/-
Yogendra Kumar Singh
Member (Technical)

Sd/-
Rammurti Kushawaha
Member (Judicial)

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*A Petition under Section 252(3) of the Companies Act, 2013, r/w Rule 11 of the NCLT Rules,
2016, seeking restoration of the name of the company in the Register of Companies*

In the matter of:

**Azizur Raja Rahman (alias Azizur Rahman Sheikh), C/O Upaulla Rahman, Address:
130, Village - Fersakandi, Phersakandi, West Garo Hills, Meghalaya - 794104**

... Petitioner/Applicant

-Versus-

**The Registrar of Companies, Guwahati, having its Office at 1st Floor, BSNL Bhawan,
Pan Bazar, Guwahati--781001, Assam**

... Respondent No.1

**S P Investment and Development Company Pvt. Ltd. (CIN:
U67121ML1988PTC003133) having its Registered Office at 3, Bhaitbari, West Garo
Hills, Meghalaya - 794104**

... Respondent No.2

Coram:

Shri Rammurti Kushawaha : Member (Judicial)

Shri Yogendra Kumar Singh : Member (Technical)

Appearances (through Hybrid mode)

For the Applicants : Mr. Bishal Agarwal, (Adv.)

For the Respondent : Mr. A. K. Sethi, ROC, NER

Order pronounced on: 12.06.2026

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As Per Bench

1. This Company Petition has been filed under Section 252(3) of the Companies Act, 2013 (“Act”) by **Azizur Raja Rahman** , Director-cum-shareholder of **S P Investment and Development Company Pvt. Ltd.**, seeking for restoration of the name of the company which has been **struck off** from the Register of the Companies maintained by the Registrar of Companies, NER. The Petitioner prays for the following reliefs:
 - i) *To pass necessary Order(s) for the restoration of the name of S P Investment and Development Company Pvt. Ltd. on the Register of Companies maintained by the Registrar of Companies, Shillong / Guwahati (North Eastern Region);*
 - ii) *To pass necessary order(s) directing rectification of the Master Data of S P Investment and Development Company Pvt. Ltd. by changing its status from 'Struck Off' to 'Active' within such time as this Hon'ble Tribunal may deem fit and proper;*
 - iii) *To waive and set aside the imposition of any costs, penalties, fees or other charges in connection with the restoration of the name of the above Company;*
 - iv) *To direct the Registrar of Companies to permit the above Company to complete and regularize all pending statutory filings and compliances without the imposition of any additional fees, penalty, fine or other charges;*
 - v) *To grant immunity to the Company from any proceedings, actions, or penal consequences that may have been initiated or contemplated by the Registrar of Companies, the Regional Director, or any other authority in respect of non-compliances during the period when the name of the Company remained struck off;*
 - vi) *To pass such other order(s) or direction(s) as this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the present case, in the interest of justice.*
2. The averments made in the Petition are mainly to the following effect:
 - 2.1 The Respondent Company, S P Investment and Development Company Pvt. Ltd., was incorporated under the Companies Act, 1956 (“Act”) on 02.12.1988 bearing the Corporate Identification Number -U67121ML1988PTC003133, as a Private Company, limited by shares with the Registrar of Companies, Shillong having its registered office at 3, Bhaitbari, West Garo Hills, Meghalaya. The authorised share capital of the company is Rs. 10,00,000/- divided into 1,000 Equity Shares of Rs. 1,000/- each and the issued, subscribed and paid-up share

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capital of the Company is Rs. 60,000/-divided into 60 Equity Shares of Rs.1,000/-each.

2.2 That the company was incorporated with the main object to carry on business as mentioned in the Memorandum of Association of the company. The principal and other ancillary objects of the Company would appear from the Memorandum and Articles of Association of the Company.

A copy of the Memorandum of Association of the Company is annexed as “*Annexure-A1*” to the Petition.

2.3 The Petitioner submits that he was unaware of the striking off of the Company’s name from the Register of Companies at the time the strike-off order was passed. It was only upon accessing the latest Master Data available on the MCA-21 Portal that the Petitioner came to know that the status of the Company was reflected as “Struck Off.”

A copy of the Master Data of the Company is annexed as “*Annexure-A2*” to the Petition.

2.4 The Petitioner submits that the Registrar of Companies (RoC), Shillong, vide Order dated 05.07.2011 issued under Section 560(5) of the Companies Act, 1956, struck off the name of Respondent No.2 from the Register of Companies and declared the Company as dissolved. Upon verification of the records available on the MCA Portal, the Petitioner confirmed that the Company's name had been struck off from the Register maintained by the Registrar of Companies.

A copy of the Strike-off Order is annexed as “*Annexure-A3*” to the Petition.

2.5 The present petition has been filed under Section 252(3) of the Companies Act, 2013 (“**2013 Act**”) seeking restoration of the Respondent Company’s name in the Register maintained by RoC.

2.6 The Board of Directors (BoD) at the time of incorporation included Azizur Raja Rahman, Zonab Ali, Khonga Ram Rabha (deceased).

A copy of Form-32 is annexed as “*Annexure - A4*” to the Petition.

As of date, the present composition of the BoD includes only Azizur Rahman and Zonab Ali.

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- 2.7 The Petitioner, being the Director-cum-Shareholder of the Respondent Company holding 10 Equity Shares constituting 16.66% of its Paid-up Share Capital, had filed the application for restoration of the name of the Company.
A copy first Subscriber Sheet is annexed as “*Annexure-A5*” to the Petition.
- 2.8 The Petitioner submitted that the first subscriber sheet continued to be unchanged and he remained contributory as a shareholder to the same extent at all material times.
- 2.9 The Petitioner submitted that no notice, show-cause notice, or intimation under Section 560(1) and 560(4) of the Companies Act, 1956, was ever received by the Respondent Company and its directors, leaving the Company unaware of the proposed striking off at the relevant time as the order was passed by the RoC under Section 560(5) of the Companies Act, 1956, on a suo-moto basis.
- 2.10 The Petitioner submitted that the Respondent Company could not be regarded as dormant, defunct, or inactive, and the striking off its name appeared to be have been carried out solely on account of alleged non-filing of statutory returns. He highlighted that the Company had not ceased operations and was carrying on its business activities at the time when its name was struck off from the Register of Companies. Additionally, the Company was and continues to be, the lawful owner of a valuable parcel of land at all material times with no changes in ownership had been recorded.
A copy of the land records are annexed as “*Annexure A-7*” to the Petition.
- 2.11 The Petitioner submitted that the Respondent Company continues to be actively carrying on its business operations and to be financially functional, evident from the fact that the Company maintained an active bank account with UCO Bank, Tura Branch, through which it undertook regular financial transactions in the ordinary course of business. He submitted that the continuous operation of this bank account clearly proved the Company had not been dormant or defunct at any point of time and was engaged in its business activities.
Copy of the Bank Statements is annexed as “*Annexure-A6*” to the Petition.
- 2.12 The Petitioner reiterated that the Respondent Company was the lawful and absolute owner of an immovable property comprising a parcel of land measuring two Bighas, covered under Patta No. 66, and Dag No. 118, situated at Goalgaon

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village, West Garo Hills, Meghalaya. Its continued ownership of this immovable asset clearly established it was neither defunct nor without assets at the time of striking off. He submitted that the continued striking off of the Company has caused prejudice to its proprietary rights and legitimate interests.

Copy of the land record (Jamabandi) is annexed as “*Annexure - A7*” to the petition.

- 2.13 The Petitioner further submitted the restoration of the Respondent Company would not only be in the interest of the shareholders, but would also contribute to the economic development of Northeastern region of India. Continuing operations would enable it to generate employment opportunities for the local youth, sustain existing employees, and to promote entrepreneurial and industrial activity in the region.
- 2.14 The Petitioner submitted it would regularize all pending statutory compliances upon restoration, thereby ensuring lawful business operations and contributing to the Government exchequer.
- 2.15 The Petitioner submitted that the non-filing of statutory returns was neither deliberate nor intentional and that the Respondent Company was never abandoned by its shareholders. He also submitted that the shareholders never resolved to wind up the Company or to seek voluntary removal of its name from the Register of Companies.
- 2.16 The Petitioner submitted that it would be just and equitable to restore the name of the Respondent Company in the Register of Companies, otherwise, it would cause prejudice to the interests of the shareholders and stakeholders of the Company, adversely affecting their rights and interests, particularly in relation to the Company’s assets and ongoing affairs.
- 2.17 The Petitioner further submitted that the Respondent Company qualifies as a ‘Small Company’ as per Section 2(85) of the 2013 Act. Imposing any cost for restoration of the Company’s name in the Register of Companies would place an undue financial burden on the Company and its promoter as it is still striving to stabilize its operations, operating from the remote region of West Garo Hills of Meghalaya. The Petitioner prayed for this Hon’ble Tribunal to grant him an appropriate relief considering this financial hardship.

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- 2.18 The Petitioner is seeking necessary directions from the Hon'ble Bench to restore the Respondent Company, declaring that the object of Section 252(3) of the 2013 Act as it give chance to a company, its members, and its creditors to revive the company whose name had been struck off within 20 years so as to allow it an opportunity to resume and carry on its business.
- 2.19 The Petitioner submits that restoration of the Company's name is necessary in the interest of justice, as the Company has ongoing business activities and the interests of its shareholders and other stakeholders are involved. Restoration would enable the Company to continue and expand its business operations, explore new business opportunities, to protect the value of the investments made by its shareholders in the Respondent Company long back and reward its shareholders with handsome returns on their investments.
- 2.20 The Petitioner submitted that he shall file Certified Copy of the Order of this Tribunal for the restoration of the name of the company with the Respondent No.1.
- 2.21 The Petitioner submitted it would suffer irreparable loss and hardship and will be prejudiced unless this present petition is allowed and the name of the Respondent Company is restored on the Register of Companies and also submitted that the present petition is bona fide and in the interest of justice.
- 2.22 The Petitioner, vide Convenience Note/additional submissions filed on 29.05.2026, has further submitted as follows:
- i. The Ministry of Corporate Affairs has introduced the Companies Compliance Facilitation Scheme, 2026 (CCFS-2026) vide General Circular No. 01/2026 dated 24.02.2026, which came into force on 15.04.2026 and shall remain operative till 15.07.2026. According to the Petitioner, the Scheme has been introduced as a one-time compliance measure to facilitate regularisation of defaulting companies and to encourage corporate compliance. A copy of the General Circular/Scheme is annexed as "*Annexure-A*" to the Convenience Note.
 - ii. The Petitioner has submitted that the Scheme provides substantial relief in respect of delayed statutory filings by permitting eligible companies to regularise pending compliances on concessional terms. It has been contended that the benefits

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available under the Scheme can be effectively availed only upon restoration of the name of the Company in the Register of Companies.

- iii. The Petitioner has undertaken that, upon restoration of the Company, all necessary statutory filings and compliances shall be completed within the period prescribed under the aforesaid Scheme and in accordance with law.
 - iv. The Petitioner has further prayed that, having regard to the beneficial object of the Scheme and the opportunity provided by the Central Government for regularisation of corporate compliances, this Tribunal may take a lenient view while considering the question of costs and other consequential directions.
- 3 In compliance with the Order dated 13.03.2026 passed by this Tribunal, the Registrar of Companies, North Eastern Region, filed its Report dated 17.04.2026. The relevant observations contained therein, shorn of unnecessary details, are reproduced hereunder:

- 3.1 The Registrar of Companies, in its report, has stated that the present Application under Section 252(3) of the Companies Act, 2013 has been filed by Mr. Azizur Raja Rahman (alias Azizur Rahman Sheikh), Director-cum-Shareholder holding 10 equity shares constituting 16.66% of the paid-up share capital of S P Investment and Development Company Private Limited (CIN: U67121ML1988PTC003133), which was incorporated on 02.12.1988 under the Companies Act, 1956. The Registrar has further reported that the Company has not filed any Financial Statements or Annual Returns since its incorporation.
- 3.2 As per the records of the Registrar of Companies, the Company has six shareholders holding 60 equity shares of ₹1,000 each. The details are as follows:

Name of the shareholder/ promoter/director	Designation	No. of Equity share
Azizur Raja Rahman (Alias Azizur Rahman Sheikh)	Director-cum- Shareholder	10 Equity Shares of Rs.1000 each.
Zonab Ali	Director-cum- Shareholder	10 Equity Shares of Rs.1000 each.
Shirajul Hoque	Shareholder	10 Equity Shares of Rs.1000 each.
Akbar Zawal	Shareholder	10 Equity Shares of Rs.1000 each.

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Khonga Ram Rabha	Director-cum-Shareholder	10 Equity Shares of Rs.1000 each.
Azizor Rahman	Shareholder	10 Equity Shares of Rs.1000 each.
	Total	60 Equity Shares of Rs.1000 each

- 3.3 The Registrar of Companies has stated that Section 560 of the Companies Act, 1956 empowered the Registrar to strike off the name of a company from the Register after following the prescribed procedure, including issuance of statutory notices and publication of notice in the Official Gazette, where the company was not carrying on business or had failed to comply with statutory filing requirements. In the present case, a notice No. ROC/SH/560(1)/13- 03133/3951 dated 07.12.2005 was issued to the Company seeking confirmation regarding its business operations and reasons for non-filing of Annual Returns and Balance Sheets. However, the Company neither responded to the notice nor made the requisite statutory filings.
- 3.4 The Registrar of Companies has stated that the name of the Company was struck off on 05.07.2011 under Section 560(5) of the Companies Act, 1956, by the Registrar on the ground that the Company was not carrying on business or operations and had failed to file its statutory returns since incorporation.
- 3.5 The Registrar has further submitted that under Section 252(3) of the Companies Act, 2013, a struck-off company may be restored by the Tribunal within period of (20) twenty years from the publication in the Official Gazette of the notice under sub-section (5) of section 248, provided the Tribunal is satisfied that the Company was carrying on business or was otherwise in operation at the relevant time.
- 3.6 It has also been pointed out that, in view of the continuous non-filing of statutory returns, the directors of the Company attract the disqualification contemplated under Section 164(2)(a) of the Companies Act, 2013.
- 3.7 The Registrar has further stated that although the Petitioner has produced provisional Balance Sheets for the Financial Years 2022-23, 2023-24 and 2024-25, no audited Financial Statements have been filed since incorporation, nor have any supporting documents from statutory authorities been furnished to establish that the Company was carrying on business or operations. The instant application for

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revival of the company has been filed after about 15 years after striking off and defaulted in filing Statutory Returns for approximately 38 years.

- 3.8 Accordingly, the Registrar has submitted that the Petition may be considered on its own merits in light of Sections 248(7), 248(8) and 252 of the Companies Act, 2013 and after submitting the supporting documents/evidence proving that the company was/is carrying on its business or operations. It has further been prayed that, in the event restoration is allowed, appropriate costs may be imposed and the Company be directed to file all pending statutory returns and documents along with the applicable fees and additional fees within 30 days from the date of passing of the order, failing which the respondent may be directed to strike of the name of the company again without giving any further notice to the petitioner.
4. Furthermore, pursuant to the order dated April 21, 2026, the ROC, NER (Respondent No. 1) has submitted a supplementary report regarding the additional fees applicable on the company for filing its financial statements and annual returns since incorporation. The report is reproduced below:
- 4.1 Respondent No. 1 submitted that the records of its office makes it evident that the Respondent Company had not filed its Annual Return and Financial Statements for the last 37 Financial Years (FY) (approximately), i.e. from 1988-89 to 2024-25. Further, Rule 12 of the Companies (Registration Offices and Fees) Rules, 2014 states that in case the period within which a document required to be submitted under section 92 or 137 of the Act expires after 30.06.2018, an additional fee of Rs. 100 per day is imposed. In addition to that, any delayed submission of Annual Returns or Financial Statements after 30.06.2018 would be imposed an additional fee of 12 times of normal filing fees if it is submitted beyond 180 days alongwith a fine of Rs. 100 per day w.e.f 01.07.2018.
- 4.2 The fees and additional fees for filing of Annual Return and Financial Statements as per the applicable fee of the 2013 Act as on 11.05.2026 from FY 1989-90 to FY 2024-25 amounted to a sum of Rs. 93,40,800/- and Rs. 93,64,800 respectively.
- 4.3 The aforesaid calculation was made considering the due filing of belated Financial Statements and Annual Returns for all defaulting period i.e (1988-89 to 2024-25) as on 11.05.2026 assuming the Annual General Meeting (AGM) date as 30th September every year. The fees and additional fees calculated are tentative and

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are subject to changes/amendments as may be applicable on the actual date of filing.

4.4 Further, Respondent No. 1 submitted that direction may be given to the company to file all the pending Statutory Returns on payment of normal fees along with additional fees as applicable as per the Companies (Registration Offices & Fees) Rules, 2014 under the 2013 Act, immediately on restoration of the name of the Respondent Company.

4.5 Respondent No. 1 prayed before this Hon'ble Tribunal to take this supplementary report on record, to direct the Respondent Company to submit the copy of Financial Statement from FY 1989-90 to FY 2024-25 so as to prove the company is carrying on its business operations, and to impose exemplary costs if restoration is allowed along with direction for the Petitioner to file all pending statutory returns after payment of additional fees within 30 days from passing of the order. If the Company fails to submit the same, the Respondent prayed it may be directed to strike off the name of the Respondent Company again without any further notice to the petitioner.

5. CLARIFICATION SOUGHT:

5.1 Upon perusal of the pleadings, documents placed on record and the reports filed by the Registrar of Companies, this Tribunal found that certain aspects relating to the affairs, operations and compliances of the Company required further clarification. Accordingly, vide Order dated 04.06.2026, the matter was listed for clarification and the following information was sought from the Petitioner:

- a) *What evidence is available to demonstrate that the Company was carrying on business or was in operation at the time its name was struck off in 2011?*
- b) *Whether the Petitioner intends to carry on the business activities of the Company upon restoration of its name and, if so, file an affidavit to that effect?*
- c) *Whether the Company has, at any point after its incorporation, complied with the provisions of the Income Tax Act, 1961 or any other statutory enactment and, if so, furnish supporting documents evidencing such compliance?*
- d) *When was the bank account opened and whether it remained operational during the period strike-off?*

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e) *Whether any Annual General Meeting was ever held by the Company after incorporation?*

5.2 In compliance with the aforesaid Order dated 04.06.2026, the Petitioner has filed an Additional Affidavit placing on record the following clarifications and documents:

a) In response to the clarification sought by this Tribunal regarding the operational status of the Company at the time of its striking off, the Petitioner has submitted that the Company was carrying on business activities immediately prior to its strike-off. In support thereof, reliance has been placed upon (i) a certificate issued by UCO Bank certifying maintenance of Current Account No. 214/C-1 as on 24.06.2009, (ii) Trade Registration Certificate bearing Registration No. 33/2009-10 dated 17.06.2009 issued by Maynaguri Gram Panchayat together with the corresponding receipt evidencing payment of registration fees., (iii) Trade Licence issued in favour of S P Investment and Development Company Private Limited under the provisions of the Assam Panchayati Raj Act, 1994 for the Financial Year 2010-2011 dated 31.12.2010, and (iv) No Objection Certificate dated 05.02.2010 issued in favour of the Company permitting opening of a franchise office at Mirza(College Road), PS: Palasbari, Kamrup (Rural), Assam, 781125. According to the Petitioner, these documents establish that the Company was operational during the period immediately preceding its strike-off. Copies of the Account Maintenance Certificate, Trade Registration Certificate, Trade License, and No Objection Certificate are annexed to the Additional Affidavit as “*Annexure-A*”, “*Annexure-B*”, “*Annexure-C*”, and “*Annexure-D*” respectively.

b) With regard to Point (b) of the Order dated 04.06.2026, The Petitioner has submitted that, upon restoration of its name, the Company intends to revive and carry on its business activities and regularise its affairs in accordance with law. It has been contended that non-restoration of the Company would result in substantial financial hardship, loss of capital and loss of employment and deprivation of the benefits arising from the Company's assets and business opportunities. It has further been undertaken that all statutory filings and

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compliances required under the Companies Act, 2013 and other applicable laws shall be completed within the time permitted by this Tribunal.

- c) In response to the query regarding statutory compliances under the Income Tax Act, 1961 and other enactments i.e, Point 3(c) of the Order dated 04.06.2026, the Petitioner has submitted that owing to the considerable passage of time and non-availability of old records, he is presently not in possession of documentary evidence relating to such compliances. It has, however, been stated that efforts are being made to trace and retrieve the relevant records, if available.
- d) As regards the Company's banking operations i.e, Point 3(d) of the Order dated 04.06.2026, the Petitioner has relied upon the certificate issued by UCO Bank certifying maintenance of a bank account in the name of the Company as on 24.06.2009. The Petitioner has also placed on record copies of bank statements pertaining to the period from Financial Year 2018–19 to Financial Year 2023–24 and has contended that the said certificate clearly establishes that the Company maintained a banking relationship prior to the striking off of its name and also demonstrate that the bank account of the Company has remained operational and active. The continued operation of the bank account further supports the contention that the Company has continued to exist as a business concern and possesses ongoing financial activity.
- e) In relation to the holding of Annual General Meetings i.e, Point 3(e) of the Order dated 04.06.2026, the Petitioner has submitted that the Company's Annual General Meetings were held up to the Financial Year 2018–19 and that its affairs continued to be overseen by its directors and shareholders. However, owing to the considerable passage of time and the loss or misplacement of certain records and documents, the Petitioner is presently not in possession of such records evidencing such meetings. The Petitioner is making sincere efforts to trace and retrieve the said records and undertakes to place the same on record, if and when they become available.

6. ANALYSIS AND FINDINGS

- 6.1 We have heard the submissions advanced by the Learned Counsel appearing for the Petitioner and the representative of the Registrar of Companies, North

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Eastern Region. We have also perused the pleadings, documents placed on record, the report dated 17.04.2026 filed by the Registrar of Companies and the supplementary report dated 11.05.2026 placed before this Tribunal.

- 6.2 The present Petition has been preferred under Section 252(3) of the Companies Act, 2013 seeking restoration of the name of S P Investment and Development Company Private Limited to the Register of Companies maintained by the Registrar of Companies, North Eastern Region.
- 6.3 Section 252(3) of the Companies Act, 2013 empowers this Tribunal to restore the name of a company to the Register of Companies if it is satisfied that the company was carrying on business or was in operation at the time of its striking off, or if it is otherwise just to do so, provided the application is filed within a period of twenty years. The provision is remedial in nature and is intended to prevent injustice resulting from dissolution of a Company which still possesses assets, liabilities, business interests or subsisting stakeholder concerns. Accordingly, the issue for consideration is whether the Petitioner has established sufficient grounds for restoration of the Company's name under the said provision.
- 6.4 The records reveal that the Company was incorporated on 02.12.1988 and its name was struck off by the Registrar of Companies with effect from 05.07.2011. The ROC has submitted that the Company had failed to file its Annual Returns and Financial Statements since incorporation and, therefore, action was initiated for removal of its name from the Register of Companies.
- 6.5 The ROC has further submitted that the Company remained in default of statutory filings for nearly thirty-seven financial years and that the present Petition has been filed after nearly fifteen years from the date of striking off. On that basis, the ROC has sought imposition of substantial costs and directions for filing of all pending statutory returns.
- 6.6 Before proceeding to examine the merits of the Petition, it is necessary to consider whether the present application is maintainable within the period prescribed under Section 252(3) of the Companies Act, 2013. The records disclose that the name of the Company was struck off on 05.07.2011 and the present Petition has been instituted within the statutory period of twenty years

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contemplated under Section 252(3). Accordingly, the Petition is maintainable and has been filed within the statutory period prescribed under Section 252(3) of the Companies Act, 2013.

- 6.7 From the material placed on record, it is observed that the Company continues to be the owner of immovable property comprising land measuring two bighas situated at Goalgaon Village, West Garo Hills, Meghalaya. The land records produced by the Petitioner indicate that the said asset continues to stand in the name of the Company. The existence of substantial immovable property belonging to the Company is a significant circumstance demonstrating that the Company cannot be regarded as a non-existent entity devoid of assets.
- 6.8 Pursuant to the clarifications sought by this Tribunal *vide* Order dated 04.06.2026, the Petitioner has placed on record additional documents pertaining to the period immediately preceding the striking off of the Company. These include a certificate issued by UCO Bank evidencing maintenance of a bank account in the name of the Company as on 24.06.2009, a Trade Registration Certificate dated 17.06.2009, a Trade Licence for the Financial Year 2010-11 and a No Objection Certificate dated 05.02.2010 issued in connection with the opening of a franchise office. The Petitioner has relied upon the said documents to demonstrate that the Company had not ceased its activities prior to its striking off.
- 6.9 The Tribunal further notes that *vide* Order dated 04.06.2026, inter alia, a clarification was sought as to whether the Petitioner intended to carry on the business activities of the Company upon restoration of its name and, if so, to file an affidavit to that effect. In compliance thereof, the Petitioner filed an Additional Affidavit stating that, "***That in response to Point (b) of the Order dated 04.06.2026, it is respectfully submitted that the company fully intends to continue, revive and carry on the business activities upon restoration of its name in the Register of Companies***". The said statement indicates that the restoration is sought with an intention to revive and continue the affairs of the Company.
- 6.10 Although the Company has admittedly failed to file Annual Returns and Financial Statements since incorporation and has not produced any Income Tax Returns or other statutory records evidencing compliance, the aforesaid

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- documents are contemporaneous in nature and pertain to the period immediately preceding the strike-off. The same indicate that the Company had obtained registrations and licences in its name and maintained a banking relationship during the relevant period.
- 6.11 It is also relevant to note that the Company has shareholders and directors who continue to assert their interest in the affairs of the Company. The Petition has been filed by a shareholder holding 16.66% of the paid-up share capital. The Petitioner has categorically stated that the shareholders never resolved to wind up the Company nor intended to abandon the corporate entity.
- 6.12 It is well settled that mere non-filing of statutory returns cannot by itself be a ground to deny restoration where the Company is shown to possess assets and continue to have subsisting stakeholder interests. In the present case, the continued ownership of immovable property, the contemporaneous documents evidencing trade registrations, licences and banking relationship immediately preceding the strike-off, and the subsistence of shareholders' interests constitute sufficient grounds for restoration of the Company.
- 6.13 At the same time, this Tribunal cannot overlook the extraordinary and prolonged defaults committed by the Company. The Company admittedly failed to file statutory returns and financial statements for several years. Such defaults strike at the very foundation of corporate transparency and regulatory compliance. Restoration cannot be granted in a manner that condones such lapses or exempts the Company from statutory consequences flowing therefrom.
- 6.14 The prayer of the Petitioner seeking waiver of statutory fees, additional fees, penalties and grant of immunity from legal consequences cannot be accepted. The power under Section 252 is confined to restoration of the name of the Company. The Tribunal cannot direct waiver of statutory dues prescribed under the Companies Act, 2013 and the Companies (Registration Offices and Fees) Rules, 2014. Similarly, restoration of the Company cannot automatically obliterate liabilities arising from past non-compliances.
- 6.15 The Tribunal also takes note of the submission recorded in the Order dated 22.05.2026, wherein the Petitioner stated that any query, objection or observation raised by the Registrar of Companies would be duly complied with

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by the Company upon restoration. The said undertaking further indicates the Petitioner's willingness to regularise the affairs of the Company and comply with the applicable statutory requirements.

- 6.16 We also find merit in the submission of the ROC that restoration of the Company does not ipso facto result in revival of any disqualified Director Identification Number (DIN) or confer any immunity against action otherwise permissible under law. Any such issues shall be governed by the applicable statutory provisions and orders passed by competent forums.
- 6.17 This Tribunal has also taken note of the submission of the Petitioner regarding the Companies Compliance Facilitation Scheme, 2026 (CCFS-2026) issued by the Ministry of Corporate Affairs. According to the Petitioner, the said Scheme provides an opportunity for defaulting companies to regularise pending statutory compliances subject to the terms and conditions prescribed therein. However, the availability of any such scheme is not a determinative factor for restoration under Section 252(3) of the Companies Act, 2013. The question of restoration is required to be examined independently on the basis of the facts and circumstances of the case and the requirements of the statute.
- 6.18 Having regard to the facts and circumstances of the case, including the Company's continued ownership of immovable property, the contemporaneous documents evidencing registrations, licences and banking relationship immediately preceding the strike-off, and the subsisting interests of its shareholders, this Tribunal is satisfied that sufficient grounds exist for restoration of the name of the Company to the Register of Companies, subject to compliance with statutory requirements and payment of costs as directed herein.

ORDER

3. Consequently, the present Company Petition *i.e.* **CP No. 4/GB/2026** is **ALLOWED** on the following terms:
- i. The Registrar of Companies, North Eastern Region, is directed to restore the name of S P Investment and Development Company Private Limited to the Register of Companies and change its status from "Struck Off" to "Active".
 - ii. Upon restoration, the Company shall be deemed to have continued in existence as if its name had never been struck off from the Register of Companies.

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- iii. The Company shall, within thirty (30) days from the date of restoration, file all pending Financial Statements and Annual Returns from the date of incorporation together with applicable filing fees, additional fees and charges as may be applicable under the Companies Act, 2013 and the Companies (Registration Offices and Fees) Rules, 2014, and shall also comply with all other statutory requirements under the Companies Act, 2013 and the Rules framed thereunder.
 - iv. The prayers seeking waiver of statutory fees, additional fees, penalties or immunity from legal proceedings or consequences arising out of past defaults are rejected. Restoration of the Company's name shall not automatically result in revival of any disqualified DIN or extinguishment of liabilities arising under the Companies Act, 2013 or any other applicable law.
 - v. Considering the facts and circumstances of the case, including the prolonged period of non-compliance, restoration of the name of the Company shall be subject to payment of costs of ₹50,000/- (Rupees Fifty Thousand only). The said amount shall be deposited through online payment on www.mca.gov.in under the head "Miscellaneous Fee" by mentioning the particulars as "*Payment of cost for restoration of company pursuant to orders of NCLT in CP No. 4/GB/2026*" within thirty (30) days from the date of this Order. Proof of such payment shall be furnished before the Registrar of Companies. The Company shall further undertake to comply with all applicable provisions of the Companies Act, 2013.
 - vi. The Petitioner/Company shall file a certified copy of this Order with the Registrar of Companies within thirty (30) days from the date of receipt of this Order.
 - vii. Upon compliance with the directions contained herein, the Registrar of Companies shall take necessary steps for giving effect to this Order and publish the restoration of the Company in the Official Gazette in accordance with law.
 - viii. This Order is confined to restoration of the name of the Company and shall not be construed as condoning any violation, default or non-compliance under the Companies Act, 2013 or any other applicable law. The Registrar of Companies shall be at liberty to take such action as may be permissible in law in respect of any past or continuing defaults of the Company and its officers, including in the event of non-compliance with the directions contained herein.

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7. The **CP /4/GB/2026** is **disposed of** accordingly.
8. The Registry is directed to send e-mail copies of the order forthwith to all the parties inclusive of the Counsel.
9. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.
10. File be consigned to record.

**Sd/-
Yogendra Kumar Singh
Member (Technical)**

**Sd/-
Rammurti Kushawaha
Member (Judicial)**

Signed this on 12th Day of June, 2026

Niketa Choudhary (LRA)