IN THE NATIONAL COMPANY LAW TRIBUNAL

KOCHI BENCH

Company Appeal (C/Act)/10/KOB/2026

(Under Section 252(3) of the Companies Act, 2013)

Date of Institution: 19.06.2026

Order delivered on: 23.07.2026

In the matter of:

M/s. Nandanam Builders and Developers Private Limited

MEMO OF PARTIES:

Income Tax Officer,
Ward (1) & TPS Thiruvalla Aayakar Bhavan, Vaishnavam Arcade, T K Road, Thiruvalla, Kerala 689 101.
Email: cyriac@quintlawpartners.com

... Appellant

-Vs-

1. **Registrar of Companies, (Kerala & Lakshadweep),**
   Company Law Bhawan,
   BMC Road, Thrikakara, Kochi – 682 021
   Email: roc.ernakulam@gov.in
2. **M/s. Nandanam Builders and Developers Private Limited** (Struck Off)
   CIN: U45200KL2008PTC021987
   having its registered office at:
   9(4/95), AMPADIYIL 5, Mavelikkara,
   Mavelikkara, Kerala, India-690101
   Email: csthomas@sify.com
3. **Mr. Shibukumar Viswanathan Pillai**,
   Director, Xedbex (Singara Lifestyle),
   Alumoottil Building, Mavelikara - Kozhenerry Road,
   Kouthubham Medicals, Thazhakkara,
   Mavelikkara, Alappuzha - 690102
   Email: info@xedbex.com

.... Respondent Nos. 1 to 3

Coram:

Hon'ble Member (Judicial) : Shri Vinay Goel

Hon'ble Member (Technical) : Shri. Ravichandran Ramasamy

Appearances:

For the Appellant : Mr. Cyriac Tom, Advocate
Ms. Varsha, Advocate

For the Respondent No.1/ROC : Representative of ROC

O R D E R

PER CORAM

1. This Company Appeal has been filed by the **Income Tax Officer**, seeking restoration of the name of the Respondent No.2 Company, **M/s. Nandanam Builders and Developers Private Limited** (hereinafter referred to as "the Company") under Section 252(3) of the Companies Act, 2013, seeking restoration of the Company's name in the Register of Companies, maintained in the office of the Registrar of Companies, Kerala & Lakshadweep (hereinafter referred to as "the Respondent No.2) aggrieved against the order of Strike Off carried out by the Respondent No.1 on 16.06.2017 under Section 248 of the Companies Act, 2013.
2. The submissions made by the Appellant are summarized as under: -

    i. The 2nd Respondent Company, named "M/s. NANDANAM BUILDERS AND DEVELOPERS PRIVATE LIMITED", was incorporated under the Companies Act, 2013, on 18th February 2009. The main objective is to carry on the business of construction activities.

    ii. The 2nd Respondent, bearing PAN: AADCN0243J, was an assessee under the Income Tax Act, 1961. It failed to file its return of income for the Financial Year 2017–18 relevant to Assessment Year 2018–19. During risk management analysis, the Appellant found that the 2nd Respondent had undertaken cash transactions amounting to Rs. 52.5 lakh, indicating possible escapement of taxable income.

iii. The Appellant sought information from the 2nd Respondent, but all attempts to contact it were unsuccessful. Consequently, a notice under Section 148A(b) of the Income Tax Act was issued. In response, the 3rd Respondent informed the Appellant that the company had been struck off and sought additional time to obtain bank records. Thereafter, an order dated 30.08.2024 under Section 148A(d) was passed on 30.08.2024.

iv. The Appellant asserts that due to the lack of response from the 2nd Respondent, on verification of the Ministry of Corporate Affairs website, the Appellant found that the 2nd Respondent had been struck off by the 1st Respondent with effect from 16.06.2017.

v. The Appellant submitted that, as a struck-off company ceases to enjoy corporate personality under the Companies Act, the Appellant was unable to complete the assessment proceedings. Since tax proceedings are pending against the 2nd Respondent and completion of the assessment is necessary to safeguard the interests of the Revenue and public interest, restoration of the company's name is imperative.

vi. The Appellant submitted that under Section 248(6) of the Companies Act, 2013, the Registrar must ensure adequate measures for the company's debts and obligations before initiating a strike-off, potentially requiring undertakings from the Managing Director or directors.

3. The Respondent No.1/Registrar of Companies has filed a report in response to the appeal, wherein it is stated as follows:

   a. M/s Nandanam Builders and Developers Private Limited (CIN: U45200KL2009PTC023844) was incorporated on 18.02.2009 with its registered office at Mavelikara, Alappuzha. The company has an authorised and paid-up share capital of Rs.45,00,000/- each. It last filed its statutory financial statements and annual return for the financial year ended 31.03.2011.

   b. As the company failed to file statutory returns from FY 2011–12 onwards and was not carrying on any business or registered as a dormant company, the Registrar initiated strike-off proceedings under Section 248 of the Companies Act, 2013. After issuing the prescribed notices and receiving no objections, the company's name was struck off from the Register of Companies with effect from 16.06.2017.

   c. The present appeal has been filed by the Income Tax Officer under Section 252(3) of the Companies Act, 2013, seeking restoration of the company's name to enable proceedings under the Income-tax Act, 1961. It is also submitted that the strike-off was carried out in accordance with the prescribed procedure under the Companies Act, 2013.

FINDINGS:

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

5. The undisputed facts are that Respondent No. 2 Company filed its last financial statements only up to the financial year 2011–12. Thereafter, the Company failed to file its annual returns and other statutory filings, which led the Registrar of Companies to initiate proceedings under Section 248(1)(c) of the Companies Act, 2013. After following due process of law, including the issuance of notices in Forms STK-1, STK-5, and finally STK-7, dated 16.06.2017, the name of the Company was struck off from the Register of Companies and dissolved.

6. The Appellant, being the Income Tax Officer, has placed on record that the Company had undertaken substantial financial transactions amounting to Rs. 52.5 lakhs and had failed to file its Income Tax Returns for the Assessment Year 2018–19.

7. At this juncture, it is pertinent to examine the object and scope of Section 252 of the Companies Act, 2013. The relevant provision, namely Section 252 of the Companies Act, 2013, reads as follows:

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.

8. The Appellant, being the Income Tax Officer, is aggrieved by the striking off of the Company's name from the Register of Companies, as it has rendered him unable to undertake assessment or reassessment proceedings, raise tax demands, or initiate recovery proceedings in respect of income that has escaped assessment on account of unexplained transactions for Assessment Year 2018-19 against an entity that no longer exists as a legal person. Although the income tax assessments for the relevant assessment years in respect of the said Company have not yet

been completed owing to the fact that the Company no longer exists on record as a legal entity, the Appellant is nevertheless entitled to be treated as a "creditor", as the term "creditor" under Section 252(3) of the Companies Act, 2013, is wide enough to include a person whose claim is contingent or prospective in nature.

9. The restoration of the Company's name to the Register of Companies would enable the Appellant, being the Income Tax Officer having jurisdiction over the Company, to undertake assessment proceedings in respect of income that has escaped assessment. This Tribunal is satisfied that, at the time its name was struck off, the Company was carrying on business or was in operation and had undertaken substantial financial transactions, which remain unexplained. Such transactions constitute income that has escaped assessment under the provisions of the Income Tax Act. Restoration of the Company's name is, therefore, necessary to facilitate the completion of the pending statutory proceedings against the Company.

10. The Report filed by Respondent No. 1/ROC indicates that it has no objection to the restoration of the name of the Company to the Register of Companies. Even though notice was duly served on Respondent Nos. 2 and 3, none appeared on behalf of them.

11. In view of the facts and circumstances of the case, the name of the Company be restored to the Register of Companies. Upon perusal of the Report of the Registrar of Companies, Kerala/Lakshadweep dated 16.07.2026, and having regard to the provisions of Section 252 of the Companies Act, 2013, the Appeal is **allowed**. Accordingly, this Tribunal pass the following directions:

    i. The Registrar of Companies, Kerala/Lakshadweep, the Respondent No.1 herein, is directed to restore the original status of the Respondent No. 2 Company, i.e., **M/s Nandanam Builders and Developers 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 status of the Company from '**struck off**' to '**Active**'.

ii. The 2nd Respondent Company is directed to file all pending statutory documents, including Annual Financial Statements and Annual Returns for the relevant period, along with the prescribed fees, additional fees, fines, or other charges, as determined by the Registrar of Companies, Kerala/Lakshadweep, within 45 days from the date on which its name is restored to the Register of Companies.

iii. The Appellant is directed to file a certified copy of this order with the Registrar of Companies, Kerala/Lakshadweep, within thirty days of the receipt of this order.

iv. Upon receipt of the certified copy of this Order and compliance with the above directions, the Registrar of Companies, Kerala/Lakshadweep, is directed to restore the name of the Company to the Register of Companies and publish this Order in the Official Gazette under its office name and seal;

v. The restoration of the Company is solely for the purpose of enabling the Income Tax Department to initiate and pursue proceedings against the Company for the assessment, recovery of taxes, interest, penalties, or any other statutory dues in accordance with law. The Company, its promoters, and management shall not carry on any business activities unless they comply with the provisions of the Companies Act, 2013, and all other applicable laws.

vi. This Order, passed under Section 252(3) of the Companies Act, 2013, would not be absolved by the Company from its statutory liabilities or obligations, including the filing of financial statements and Income Tax Returns with the Registrar of Companies and the Income Tax Department. This Order shall not preclude any statutory authority from initiating or continuing proceedings against the Company and its Officers in accordance with law. The Company would be liable to pay all requisite dues and penalties as provided under relevant provisions.

vii. This Order would not be construed as an expression of opinion on the merits of any proceedings pending before the Income Tax Department. It is passed solely under Section 252(3) of the Companies Act, 2013, to lift the legal embargo for the Income Tax Department to proceed in accordance with law.

viii. 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 the law, for any other violations/offences, committed by the 2nd Respondent Company prior or during the striking off of the Company.

ix. The Appellant shall submit a report to the Registrar of Companies, Kerala/Lakshadweep, furnishing details of the tax assessed and recovered from the Company after revival of the Company.

12. Accordingly, **Company Appeal (C/Act)/10/KOB/2026** stands **allowed** and **disposed of**.

13. The Registry is directed to send e-mail copies of the order forthwith to all the parties, including the Counsel.

14. An 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 23rd day of July 2026.

JL/Steno