

IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI COURT – V
DIVISION BENCH

COMPANY APPEAL NO. 34/252/ND/2025

And

CA (Co. Act.)- 96/2026

In

COMPANY APPEAL NO. 34/252/ND/2025

IN THE MATTER OF:

SECTION 252 READ WITH SECTION 248 OF THE COMPANIES ACT, 2013
FOR THE RESTORATION OF THE NAME OF THE COMPANY

AND

IN THE MATTER OF:

MR. LALIT AGGARWAL

PROMOTER OF SHREE JEE INFRASTRUCTURE & DEVELOPERS PRIVATE
LIMITED

.....APPLICANT

VERSUS

REGISTRAR OF COMPANIES, NCT OF DELHI & HARYANA

.....RESPONDENT

Order Delivered on: 28.04.2026

CORAM:

SHRI MAHENDRA KHANDELWAL
HON'BLE MEMBER (JUDICIAL)

MS. ANU JAGMOHAN SINGH
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant: Mr. Pulkit Agarwal, Mr. Sandeep Kumar Barnwal,
Mr. Anubhav Lamba, Mr. Sudhanshu Kumar, Advs.

For the ROC : Ms. Niti Khanna, Ms. Shankari Mishra, Ms. Mehak
Khandelwal, Advs.

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ORDER

1. The present appeal has been filed by the Appellant, Shree Jee Infrastructure & Developers Private Limited, through its Promoter, Mr. Lalit Aggarwal under Section 252(3) of the Companies Act, 2013 seeking restoration of the name of the Appellant Company which was struck off by the Registrar of Companies, NCT of Delhi and Haryana ("**Respondent**") vide Public Notice No.-ROC-DEL/248(5)/STK-7/2879 dated 30.06.2017.

2. SUBMISSION BY THE APPELLANT

- a. The Appellant Company was incorporated as a company limited by shares on 06.02.2007 under the Companies Act, 1956 by the name of Shree Jee Infrastructure & Developers Private Limited. The registered address of the Appellant Company is situated at F-8/9, 1st Floor, Krishna Nagar, Opposite Lovely Public School, Delhi-110051.
- b. The Authorized, Issued, Subscribed and Paid-up Share Capital of the Appellant Company is mentioned at Page No. 13 of the Appeal.
- c. The Appellant Company has filed its Annual Statements till F.Y. 2007-08. Further, from 2009 onwards the Appellant Company started suffering loss of business due to which they didn't take any professional help for completing the compliances as per the Companies Act, 1956 and 2013. Due to this, the Company failed to commence its business and file its Annual Statements for the F.Y. 2008-09 till 2023-24 within time limits prescribed by law.
- d. The Appellant Company was in operation but is not carrying on any business due to losses. Further, the Appellant Company states that an

Agreement to Sell dated 27.02.2007 was entered into between the Appellant Company on one side, and Jagdish, Pawan Kumar and Pirthi (“**Second Party**”) on the other side, for purchasing a parcel of land measuring 40 bigha 1 biswa situated in village Hasanpur, Delhi, by the Appellant Company. The total sale consideration for the said land was Rs. 20,10,84,375/-. Out of the said total sale consideration, the Appellant Company had paid a token amount of Rs. 2,75,00,000/- to Second Party as part of sale consideration. However, the Agreement to sell did not fructify in a sale deed as the Second Party did not obtain “No Objection Certificate” from the concerned authorities. This fact was disputed by the Second Party, and thus a dispute arose between the parties. Accordingly, the matter was filed before Hon’ble Delhi High Court. The Hon’ble Delhi High Court referred the parties to Mediation. The copy of order dated 27.09.2012 passed by the Hon’ble Delhi High Court is placed on record as Annexure A-4 to CA (Co. Act)-96/2026.

- e. An amicable settlement was arrived at by the Appellant Company and Second Party during the mediation sessions. The Second Party agreed to sell 6 bighas of land against the consideration of Rs. 2,75,00,000/-, which was received by them during the period when an Agreement to Sell and Purchase was entered between Appellant Company and Second Party. Accordingly, a settlement deed dated 15.07.2025 was entered between the Appellant Company and Second Party. The copy of settlement deed dated 15.07.2025 is placed on record as Annexure A-5 to CA (Co. Act)-96/2026.
- f. Accordingly, a sale deed was executed between Appellant Company, through its Director, Mr. Lalit Aggarwal and Second Party for 6 bighas land situated in the Revenue Estate of Village Hasanpur, Tehsil

Kapashera, New Delhi at a sale consideration of Rs. 2,75,00,000/-. The copy of Sale Deed dated 10.06.2025 is placed on record as Annexure A-7 to CA (Co. Act)-96/2026.

- g. Thus, the Appellant Company is presently an owner of 6 Bighas land (immovable property) for the use of its business activity. It is also in possession of the necessary working capital with marketing chain. Therefore, the company pleads that it is equipped to turn around the business working and so, seeks that the name of the Appellant Company be restored in terms of Section 252 of the Companies Act, 2013.
 - h. Also, the Appellant Company vide CA (Co. Act)-96/2026 in Appeal-34/252/ND/2025 has prayed to seek a direction allowing the Appellant Company to place additional documents on record and a direction to the ROC to open the portal for filing pending Financial Statements of the Appellant Company.
3. As recorded in Order dated 13.08.2025, the report of the ROC is on record.

4. **CONTENTIONS OF RESPONDENT (ROC)**

- a. The ROC in its reply dated 28.02.2025, submits that the Appellant Company was incorporated on 06.02.2007. The last Annual Return and Balance Sheet submitted by the Appellant Company with the ROC pertains to the F.Y. ended 31.03.2008. Also, no subsequent documents were filed by the Appellant Company to obtain the status of “Dormant Company” under Section 455 of the Companies Act, 2013. Therefore, ROC had a reasonable cause to believe that the Appellant Company was not in operation and the name of the

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Appellant Company for the purpose of striking off was considered by the ROC.

- b. To provide a fair opportunity to respond to the Appellant Company, a notice in the form of STK-1 intimating the Appellant Company and its Directors about the defaults made by the Appellant Company was issued in March, 2017. Subsequently, a notice in the form of STK-5 dated 27.04.2017 was issued to the Appellant Company. Thereafter, the name of the Appellant Company was struck off vide Notice in the form of STK-7 dated 30.06.2017.
- c. Further, the decision of striking out the name of the Appellant Company was legally justified as the Appellant Company was not carrying on any operations for a period of two immediately preceding Financial Years (as indicated by the non-filing of the Financial Statements of the Appellant Company for two years or more).
- d. Also, the Appellant Company has placed on record the Audited Financial Statements for the F.Y. 2008-09 till 2023-24. However, the same are not reliable as it does not contain UDIN and also indicate that the revenue from operations is Nil. Also, the Financial Statements from F.Y. 2017-18 till 2023-24 are unaudited and undated.
- e. Additionally, the ROC has challenged the due process following which the Appellant Company is seeking relief under Section 252(3) of the Companies Act, 2013. The ROC states that a company could be revived within 20 years only if the company was carrying on

business or was in operation at the time of the struck-off. However, the Appellant Company was not operational as discussed above. Thus, the ROC pleads dismissal of the instant Petition.

ANALYSIS/CONCLUSION

5. We have heard the Ld. Counsel for the Appellant as well as Ld. Counsel for the ROC. All pleadings and reply filed by the Appellant and Respondent have been perused.
6. The case of the Appellant is based upon the following submissions:
 - a. From 2009 onwards the Appellant Company started suffering loss of business due to which they didn't take any professional help for completing the compliances as per the Companies Act, 1956 and 2013. Thus, the company was in operation but was not carrying on any business.
 - b. The Appellant Company currently possess 6 Bighas land situated in the Revenue Estate of Village Hasanpur, Tehsil Kapashera, New Delhi in light of the sale deed executed between the Appellant Company and the Second Party in accordance with the settlement deed dated 15.07.2025.
 - c. Thus, its restoration is crucial to protecting the interests of the Appellant Company.
7. The Appellant Company has also filed the copies of the following documents along with the Appeal:-
 - a. Profit & Loss A/C for the F.Y. 2008-09 till 2023-24.
 - b. Audited Financial Statements for the F.Y. 2008-09 till F.Y. 2023-24.
8. At this juncture, it will be advantageous to examine the requirement of Section 252(3) of the Companies Act, 2013 insofar as grant of relief to the

appellant is concerned. The Section 252 (3) of the Act is reproduced below for better appreciation:

“252. Appeal to Tribunal. –

(1)

(2)

(3) *If a company, or any member or creditor or workmen 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 workmen before the expiry of twenty years from the publication in the Official Gazette of the notice under subsection (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.”*

9. It is to be considered whether in the given facts and circumstances of the case, is it ‘just’ to order restoration of the Company’s name.

10. Peculiar facts of this case are that admittedly the Appellant Company failed to file its Annual Statements post its incorporation i.e., for the F.Y. 2008-09 till 2023-24. Contention of the Appellant Company that due to lack of professional help they did not file Annual Statements with RoC has no basis. It is a settled law that ignorance of law is no excuse. Not filing of

balance sheets and accounts with the RoC from the date of incorporation is a serious lapse on the part of the Appellant Company.

11. Further, the ROC has submitted that the action of striking off the name of the Appellant Company was carried out in accordance with the provisions of the Companies Act, 2013. The Appellant Company having failed to comply with the statutory requirements, the ROC was justified in striking off the name of the Appellant Company.

12. The Appellant Company has also placed on record Profit & Loss A/C for the F.Y. 2008-09 till 2023-24 and Audited Financial Statements for the F.Y. 2008-09 till F.Y. 2023-24 before this Tribunal. Admittedly, these Financial Statement were not filed with the ROC. However, the said documents, placed on record show that the present case is not one where there is a complete absence of material with regard to financial affairs of the Appellant Company.

13. The Appellant Company has also stated the Appellant has 6 Bighas land as a result of sale deed executed on 10.06.2025, in accordance with the settlement deed dated 15.07.2025. The copy of the sale deed and settlement deed is placed on record. This forms as one of the grounds for seeking restoration of the name of the Appellant Company.

14. Hon'ble National Company Law Appellate Tribunal in **Company Appeal (AT) No. 56 of 2025** titled **Tahir Vasanali Isani vs Registrar of Companies, Goa, Daman and Diu** decided on **11.08.2025** has observed as under:

“5.In the present case, admittedly, the application for restoration of the name of the company was moved by a

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shareholder and hence could have filed an application within twenty years of the date of order of the Registrar.....

9.Thus from the above facts, we find the appellant company owns a substantial valued property as is stated in para 7 above and in case the company's name is not restored, it would then result in an irreparable loss and injury to the appellant as the fixed asset of the company worth Rs.6 crores in the year 2008 itself, would become a deadlock and be a complete waste, which shall, of course, would be contrary to the public policy, especially when such property is free from all encumbrances.”

15. In the light of the aforesaid judgment and keeping in view the fact that the Appellant Company has 6 Bhigas of land in possession, it would be 'just' to restore the name of the Company to the Register of Companies.
16. Accordingly, this Appeal is allowed. The restoration of the Company's name to the Register of Companies maintained by the ROC, is hereby ordered, subject to the following directions, namely-
- a. In view of the peculiar facts of the case as discussed hereinabove, especially fact mentioned in para 10 above, the restoration of the Company's name, i.e. M/S Shree Jee Infrastructure & Developers Private Limited, is subject to the payment of exemplary cost of Rs. 10,00,000/- (Ten Lakh) for the aggregate default committed by the Company since its incorporation, to be paid to the Registrar of Companies. The name of the Company shall then, as a consequence, stand

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restored to the Register of the Registrar of Companies, as if the name of the Company had not been struck off in accordance with Section 248(1) of the Companies Act, 2013.

- b. The Registrar of Companies, NCT of Delhi & Haryana (**Respondent**) is directed to restore the original status of the Company as if the name of the Company had not been struck off from the Register of Companies with resultant and consequential actions like changing the status of the Company from ‘Struck Off’ to “Active”.
- c. The Company is directed to file all pending statutory document(s) including Annual Accounts and Annual Returns in default along with prescribed fee/additional fee/fine as prescribed under the Companies Act, 2013 within 45 days from the date on which its name is restored on the Register of Companies by the Registrar of Companies. Consequently, thereupon the bank account/s if any, subject to freeze, shall get de-frozen and be operated by the Company.
- d. The Company is directed to submit a certified copy of this order to the Registrar of Companies within thirty days (30) from the date of receipt of this order.

18. Resultantly, the present appeal, i.e. **Company Appeal No. 34/252/ND/2025 stands allowed.**

19. In relation **CA (Co. Act.)- 96/2026**, it is noted that the Appellant Company has prayed for the following:

- a) Allow the Application under Rule 11 of the NCLT Rules, 2016 to place additional documents on record.

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- b) Direction to the Respondent to open the portal for filing the pending Financial Statements of the Company.
- c) Pass such Order as deemed fit in the matter.

20. In relation to prayer (a) in CA (Co. Act.)- 96/2026, we have already perused the documents during the hearing. Therefore, the prayer (a) which relates to placing additional documents on record stands allowed. However, prayer (b) is not being adjudicated by this Adjudicating Authority as it was not pressed by the Appellant Company during the course of hearing.

21. Accordingly, **CA (Co. Act.)- 96/2026** in **Company Appeal No. 34/252/ND/2025** stands **partially allowed as per observations in Para 20.**

Let the copy of the order be served to the parties.

Sd/-

MS. ANU JAGMOHAN SINGH
(MEMBER TECHNICAL)

Sd/-

SHRI MAHENDRA KHANDELWAL
(MEMBER JUDICIAL)