



The Indian Journal for Research in Law and Management

Open Access Law Journal – Copyright © 2025

Editor-in-Chief – Dr. Muktai Deb Chavan; Publisher – Alden Vas; ISSN: 2583-9896

This is an Open Access article distributed under the terms of the Creative Commons Attribution-Non-Commercial-Share Alike 4.0 International (CC-BY-NC-SA 4.0) License, which permits unrestricted non-commercial use, distribution, and reproduction in any medium provided the original work is properly cited.

The Interface between RoC and NCLT: Regulatory Overlaps and Procedural Challenges

Raveen Kumar R

Abstract:

The evolution of corporate regulation and administration has been in India for longer period of time. To keep the pace of regulations and process faster and provide scrutiny the powers and responsibilities have been split in various cases between the Registrar of Companies (“ROC”) and National Company Law tribunal (“NCLT”). While the RoC serves as the administrative authority, whose role is to ensure the process of compliance and maintenance of statutory records of the entities registered under them, Whereas the NCLT functions as a quasi-judicial body hearing and looking after disputes and approving larger corporate restructurings.

This Research will provide a detailed analysis on the dual structure of Both RoC as well as NCLT on where they collide and create procedural challenges for implementing the process or objectives specified as per the laws, i.e Companies Act,2013, Limited Liability Partnership Act, 2008(“LLP Act”), The Insolvency and Bankruptcy Code, 2016(“IBC”). This study further critically evaluates the statutory power of both the bodies under the Companies Act, LLP Act, and IBC, and identify the instances where their **roles overlap without procedural clarity**. These acts sometimes mandate the dual approval of Both ROC and NCLT to proceed further, and complying for such often results in delays.

Keywords: Companies Act,2013, ROC, NCLT, Disputes, Corporate structure.

1. Introduction:

The Companies Act, 2013 had created an effective transformative shift in India’s corporate regulatory area which aims to enhance and provide accountability, protection for investors/Shareholders. A key innovation was the dual structure between administrative and quasi-judicial authorities to streamline oversight and adjudication in corporate affairs. Prior to the 2013 Act, company law disputes were [handled by multiple forums](#), i.e., Company Law Board (CLB), High Courts, the Board for Industrial and Financial Reconstruction (BIFR), and the Appellate Authority for Industrial and Financial Reconstruction (AAIFR). ¹This oftens led to ineffectiveness, jurisdictional

¹ National Company Law Tribunal in Company Law: Meaning, Features, Functions, Powers & More, *The Legal School* (India), archived Jul. 19, 2025 (accessed July 19, 2025), <https://thelegalschool.in/blog/nclt-in-company-law>.

conflicts, and procedural delays. The Companies Act, 2013 consolidated and updated these frameworks to face modernized issues, seeking to create an even more efficient, unified, and transparent system to deal with such corporate affairs.

The **National Company Law Tribunal (NCLT)** was set up under the section 408 of the Companies Act, 2013, which had begun its operation from June 1, 2016, following recommendations of the Justice [Eradi Committee](#)². NCLT is a quasi-judicial body with jurisdiction especially to deal and adjudicate matters relating to the company law, including mergers, restructuring, oppression, mismanagement, and insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 (IBC). The main aim behind the creation of the NCLT is to dissolve multiple forums and bring them all under one hood and maintain it efficiently. whereas the Registrar of Companies (RoC) is an administrative authority, which comes under the Ministry of Corporate Affairs, this authorities' role is to primarily look into matters relating to registration, oversight, and compliance monitoring of companies. The RoC maintains the statutory records of registered companies (each state separately), further scrutinizes filings, and the roc is also responsible to put adjudicate and compound for the non-compliance of provisions which are under their power.

This study particularly covers statutory provisions such as Companies Act, 2013, Limited Liability Partnership (LLP) Act, 2008, and the Insolvency and Bankruptcy Code, 2016 (IBC), analysing how dual authorities RoC and NCLT, operate and interact under each framework, and identifying areas where reforms could reduce the procedural overlaps and enhance efficiency.

2. Statutory Roles and Powers:

This Section particularly provides an overview of the statutory powers of both the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT), including a comparative analysis and the position under the Limited Liability Partnership Act, 2008 (LLP Act).

2.1 The Role and Powers of ROC:

Sections 206–209: Empowers RoC to call for information, conduct inquiries, and carry out inspections or investigations into affairs and functioning of the company including accessing books, records, and summoning officers in default to ensure compliance with the law and procedure.

Section 248: RoC can initiate the process to strike off the name of a defunct or non-operative company from the Register of Companies, the company will lose its legal entity body after strike off.

² "National Company Law Tribunal," *Groww Blog*, Feb. 19, 2025, archived Jul. 19, 2025 (accessed July 19, 2025), <https://groww.in/blog/national-company-law-tribunal>.

Section 455: RoC may declare a company as “dormant” if it is not carrying out significant business or operations for the period specified under the provisions of the companies act.

Monitoring Filing Compliance: Monitors compliance with mandatory annual filings, including the Annual Return (MGT-7), Annual Accounts (AoC-4), and other statutory disclosures i.e. DPT-3, ADT-1 forms.

Section 454: Authorizes the RoC to adjudicate and impose penalties for specified offences under the Act, offering a summary procedure for minor infractions.

Administrative Oversight: RoC oversees record-keeping, incorporation, and registration of companies, maintaining a central repository for company documents.

These powers and roles are same as it is specified in the statutory provisions of the [companies Act, 2013](#)³. Even Though LLP comes under purview of corporate side, RoC has an upper hand when it comes to deal with matters regarding to LLP, the role of NCLT is rare and limited to only certain matters, because Most disputes among the partners or between partners and the LLP are mostly resolved through arbitration or civil courts, not via a specialized tribunal like NCLT.

2.2 The Role and Powers of National Company Law Tribunal (NCLT):

Sections 241–242: Hears and remedies cases of oppression of minority shareholders or mismanagement of company affairs, including passing orders for changes in management or shareholding.

Section 7& 252: Adjudicates applications for rectification of the Register of Members and for the revival and restoration of stricken-off companies.

Section 59: Determines disputes relating to refusal of transfer or transmission of shares.

Section 230–232: Approves schemes of compromise, arrangement, merger, and amalgamation. Processes that often require RoC scrutiny as well, but where NCLT holds the final authority.

Appeals: NCLT hears appeals against orders/penalties imposed by RoC, serving as a statutory appellate authority for aggrieved parties.

IBC, 2016: NCLT is the adjudicating authority for corporate insolvency resolution, including initiation, approval of resolution plans, and liquidation under the [Insolvency and Bankruptcy Code, 2016](#).⁴

³ **The Companies Act, 2013, Act No. 18 of 2013** (India), enacted Aug. 29, 2013; commenced Sept. 12, 2013 & Apr. 1, 2014, published by India, Ministry of Corporate Affairs, archived Jul. 19, 2025 (accessed July 19, 2025), <https://www.mca.gov.in/content/dam/mca/pdf/CompaniesAct2013.pdf>

⁴ **The Insolvency and Bankruptcy Code, 2016, Act No. 31 of 2016** (India), enacted May 28, 2016; last updated June 1, 2020, published by IndiaCode, archived July 19, 2025 (accessed July 19, 2025),

Adjudicatory Powers: NCLT can summon persons, compel attendance, inspect documents, and punish for contempt, as par to powers to that of a civil court, but only within its corporate jurisdiction as the act and goals aligns thereof.

Restructuring & Winding-up: The NCLT is the sole authority to order for winding up of companies and approve restructuring schemes.

3. Areas of Overlap / Interface Between RoC and NCLT:

From The statutory provision, it can be well observed that some process requires Interaction between the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT), often leading to regulatory overlaps and procedural challenges.

In this Section we can discuss about the key areas where their jurisdictions and functions intersect, often necessitating sequential or dual involvement. sometimes causing delays and interpretational issues.

3.1 Strike-off of Companies: RoC vs. NCLT in Revival (Section 252):

- **Role of RoC:** RoC initiates the process of striking off defunct companies under Section 248 of the Companies Act, 2013.
- **Role of NCLT:** Section 252 provides that an aggrieved person may apply to NCLT for revival and restoration of a company struck off. NCLT has the adjudicatory authority to order restoration, whereas only RoC can implement such orders by reinstating the company's record back to existence.
- **Overlap/Challenge occur due to this problem:** There is a clear sequence, RoC acts first, but NCLT can override by its power of civil with judicial intervention. This sequential jurisdiction can cause confusion and delays, particularly when administrative and judicial powers interact.

3.2 Compounding of Offences: Initiation by RoC, Adjudication by NCLT/NCLAT (National Company Law Appellate Tribunal):

- **RoC's Role:** RoC has the authority to identify non-compliance and may initiate compounding proceedings in less serious cases(Transfer low value cases to the Regional Directorate("RD") and higher value cases will be compounded by the NCLT.
- **NCLT's Role:** For serious offences, or if the company wishes to compound, NCLT is the adjudicatory forum. NCLAT is the appellate body.

- **Overlap/Challenges Occur due to this:** While RoC can initiate, NCLT/NCLAT makes the final determination. This bifurcation can lead to jurisdictional conflicts and delay, especially if the gravity of the offence is disputed or further review is sought.

3.3 Conversion of Company Types: RoC Receives Application, NCLT Grants Approval:

- **RoC's Role:** RoC receives and processes applications for conversion from the company or board resolution. (e.g., from private to public, or vice versa).
- **NCLT's Role:** Approval for such conversions is granted by NCLT, after considering submissions from the RoC (including any objections or concerns received during scrutiny process or complaints on company).
- **Overlap/Challenges Occurs due to this process:** The process is inherently sequential; this eventually requires RoC's input before the NCLT decides. Delays in either step can stall the process.

3.4 Oppression/Mismanagement: RoC Reports vs. NCLT Adjudication (Sections 241–242):

- **RoC's Role:** RoC may conduct inspections or investigations and file reports on company affairs, especially upon complaints or suo moto.
- **NCLT's Role:** NCLT adjudicates substantive cases of oppression and mismanagement under Sections 241–242, often relying on or seeking RoC reports for evidence.
- **Overlap/Challenges:** While NCLT is the sole adjudicator, RoC's investigative role is precursor evidence. Inefficiencies in RoC's report submission can delay ("happens due to work and other affairs being done in the office of Roc, whereas the only role of NCLT is to look over the case and providing solution.) NCLT proceedings.

3.5 Merger/Amalgamation (Sections 230–232):

- **RoC's Role:** RoC scrutinizes filings, checks compliance, and may raise objections as the regional regulator.
- **NCLT's Role:** NCLT grants final approval of a scheme of arrangement or compromise, considering RoC's report and objections from other regulators.

- **Overlap/Challenges:** Again, a sequential process—RoC’s administrative scrutiny is a condition precedent to NCLT’s judicial approval. Bottlenecks can occur if RoC objections are not timely addressed or if there is lack of coordination.

4. Procedural and Practical Challenges in RoC–NCLT Interface:

The interface between the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT) often results in procedural delays and regulatory inefficiencies due to overlapping functions and unclear demarcation of powers.

One major challenge is sequential or dual scrutiny, particularly evident in strike-off and restoration matters. While the RoC may strike off a company’s name administratively, any request for revival must be made before the NCLT for further process. This necessitates fresh filings, notices, and hearings, significantly delaying the process and increasing compliance costs. Similarly, mergers and restructurings under Sections 230–232 of the Companies Act gets delayed due to the checks and verification by the Roc before it reaches the hold of NCLT.

Another concern is the lack of digital coordination between RoC’s MCA21 portal and NCLT’s e-filing system. Despite both having digital interfaces, filings on one are not reflected in the other, leading to redundant documentation. Moreover, NCLT’s requirement for physical copies, even after e-filing, adds unnecessary administrative burden.

Non-uniform standards across RoC offices and NCLT benches also pose challenges. Different authorities and benches often have their own of interpretations for similar provisions or inconsistent procedural practices across various jurisdictions create unpredictability for companies that are operating throughout various areas in India.

These were few of the most visible procedural and practical challenges that can be seen across ROC and NCLT interface.

5. Case laws upholding/regulating the powers of Roc and NCLT:

The functioning of the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT) often intersects in corporate regulatory procedures such as strike-offs, restorations, compounding of offences, and mergers and restructurings. While statutory frameworks outline their respective domains, judicial precedents reflect the challenges and evolving interpretations at this critical interface. In this Section we can clearly observe hoe the courts and tribunals have interpreted and delivered such matters providing us the clarity.

In the landmark case of [AGD Private Limited v. Registrar of Companies, Tamil Nadu, Coimbatore](#)⁵, the RoC issued a strike-off notice under Section 248 for non-filing of statutory returns. The aggrieved company applied for revival to the NCLT, which rejected the plea. The company then filed a civil revision petition under Article 227 of the Constitution, challenging both the strike-off and the NCLT's refusal to restore. The Madras High Court in this instance has discussed the procedural aspects, such as the need for a formal "order" should be given/released by the RoC before publication (as required by Section 248(6)), and further clarified that mere publication does not create a right to appeal. The court also noted that after due notice given prior by the Roc and lack of response by the Company, the RoC was justified in striking off the company.

The regulatory role of the Registrar of Companies (RoC) extends beyond initial registration of the company, as illustrated by the Telangana High Court's recent decision in [M/s GMR Spintex Private Limited v. The Regional Director, Ministry of Corporate Affairs](#)⁶. In this case it is decided under the Companies Act, 1956 but relevant to the broader statutory scheme, the RoC was empowered to direct a company to change its name when it was found to be deceptively similar to an existing company's, even after the initial registration period. While this case reached the High Court directly, under the current Companies Act, 2013, any challenge to the RoC's decision on a company's name would be adjudicated by the National Company Law Tribunal (NCLT) [Section 16 of the Companies Act, 2013].

This sequential authority structure administrative action by RoC, followed by judicial oversight via NCLT exemplifies the regulatory adjudicatory overlap characteristic of India's company law framework, and underscores the importance of clear demarcation and cooperation between these bodies to avoid confusion and delay.

Yet another notable illustration of the interface between the RoC and NCLT in the context of compounding of offences is the NCLAT's decision can be seen in the case of [Shri Subhinder Singh Prem v. Union of India through ROC](#)⁷. In this case, the NCLT initially rejected applications for compounding of certain defaults under the Companies Act, 1956, on the ground that the violations were deliberate, malafide, and involved fraud. On appeal, the NCLAT partly allowed the petitions, directing the appellant to deposit a specified amount and instructing the RoC to withdraw complaints in respect of the alleged violations.

⁵ **AGD Private Ltd. v. Registrar of Companies**, C.A. No. [if known], (NCLT/CLB) Oct. 1, 2018, cited by *Halindi Hydro Electric Project Pvt. Ltd. v. Union of India & Ors.*, Madras H.C., C.R.P.(NPD) No. 1476 of 2018 (Sept. 21, 2020), available at *India Kanoon*, archived July 19, 2025 (accessed July 19, 2025), <https://indiankanoon.org/doc/188245944>.

⁶ **Ashima Obhan & Anubhav Chakravorty, The High Court of Telangana Opines on the ROC's Powers in Relation to Companies with Similar Names**, *Obhan & Associates Blog* (Sept. 13, 2023), archived July 19, 2025 (accessed July 19, 2025), <https://www.obhanandassociates.com/blog/the-high-court-of-telangana-opines-on-the-rocs-powers-in-relation-to-companies-with-similar-names/>

⁷ **Shri Subhinder Singh Prem v. Union of India Through Registrar of Companies**, C.A. (AT) Nos. 101-105 of 2017, Nat'l Co. L. App. Trib. (NCLAT, N.Delhi), May 17, 2017, as reported on *ibclaw.in*, archived July 19, 2025 (accessed July 19, 2025), <https://ibclaw.in/shri-subhinder-singh-prem-vs-union-of-india-through-roc-nclat-new-delhi/>.

However, the NCLAT has also explicitly clarified that such compounding would not affect other investigations or criminal proceedings of the company, thereby underscoring the limited scope of NCLT's compounding powers and the continuing role of other enforcement mechanisms to deal with other pertaining matters. This case explores both the procedural coordination required between the RoC and NCLT and the potential for sequential or overlapping proceedings in matters of corporate compliance mechanism and enforcement authorities.

The RoC's recent adjudication order against LinkedIn India and its global CEOs exemplifies the regulator's increasingly proactive and expansive approach to enforcing disclosure requirements under Section 90 of the Companies Act, 2013. In this case, the RoC conducted a detailed, subjective analysis of 'significant influence' and 'control' within a multinational corporate group, ultimately imposing penalties not only on the Indian entity and its directors but also on foreign executives perceived to exercise de facto control. This signals a stringent compliance environment for companies with complex, cross-border ownership and management structures.

However, it is important to note that such adjudication orders are appealable to the Regional Director of the applicable region or the High Court and not the NCLT underscoring the distinct procedural channels for administrative versus company law tribunal matters under the Act.

6. Recent Developments and Reforms pertaining to RoC and NCLT:

Recent legislative and policy reforms especially the [Companies \(Amendment\) Acts which were amended till now and the circular that have been provided by the Ministry of Corporate Affairs](#)⁸ have clarified roles, expanded RoC's direct enforcement powers, and shifted minor offences from judicial to administrative resolution. The push toward decriminalization has further empowered RoC as the frontline compliance regulator, leaving NCLT to focus on complex, substantive disputes.

However, sequential approvals, regulatory overlaps, and digital disconnects remain unresolved challenges. Future reforms should aim for deeper integration, clearer statutory boundaries, and seamless coordination between RoC and NCLT to achieve a truly efficient corporate regulatory framework.

7. Recommendations for Harmonizing RoC–NCLT's Dual Structure:

⁸ Institute of Company Secretaries of India, *Final Presentation on Company Law (PowerPoint)*, archived July 19, 2025 (accessed July 19, 2025), https://www.icsi.edu/media/filer_public/f2/dc/f2dcd29f-0c5e-4bc0-9438-f207a7fe8a11/final_presentation_on_company_law.pptx.

To mitigate such regulatory overlaps, procedural delays, and jurisdictional ambiguities as discussed above between the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT), the following concrete reforms are recommended based on opinion of researcher and suggestion based on the internet, informed by our previous analysis and best practice followed as of now.

Such recommendations are as follows:

7.1 Digital Case Tracking and Integration:

- Develop a Unified Case Management System and implement an integrated digital platform linking MCA21 (RoC's portal) and NCLT's e-filing system to enable real-time tracking and seamless information sharing between the two authorities. This would help in reduce duplication and prevent loss of documents, and enable both the authorities to monitor the status of matters requiring approvals vice versa
- Automate sending and receiving Notifications: Ensure that actions taken by RoC (i.e., strike-off, inquiries, penalties or any possible action) should be automatically notified to NCLT or any other statutory body that requires it, and vice versa, to avoid conflicting orders and procedural gaps.
- Public Access to Case Status: Expand the NCLT's online case status feature to include actions and appeals pending before RoC, providing stakeholders with a single window for tracking regulatory and adjudicatory proceedings between both the authorities.

7.2 Empowering RoC to Resolve Minor Disputes:

- Expand Administrative Adjudication: Decriminalize additional minor compliance lapses and empower the RoC to impose penalties and resolve disputes administratively, as recent amendments have begun to do. This would reduce the burden laid upon the NCLT, allowing it to focus on more complex, substantive disputes.
- Internal Grievance Redressal: Establish a dedicated internal appellate mechanism within RoC for minor disputes before escalating the cases to NCLT, this would help in minimising the load of NCLT.
- Training and Capacity Building: Provide specialized training to RoC officers and the staffs to handle these expanded responsibilities, ensuring consistency and quality in providing administrative decisions with efficiency.

8. CONCLUSION:

To further improvise the interface between RoC and NCLT, legislative amendments to the Companies Act, 2013 should clearly define and empower their jurisdiction, particularly in areas like restorations, compounding, and company conversions. The Ministry of Corporate Affairs (MCA) must issue detailed guidelines, FAQs, and standard operating procedures in order to clarify procedural steps, escalation protocols, and collaborative handling of joint matters such as mergers and insolvency.

Introducing statutory timelines for RoC (Beside Current one's provided by ministry) responses and mandating time-bound disposal by NCLT will help reduce delays, supported by performance monitoring and accountability measures. Capacity constraints can be addressed by promptly filling vacancies, establishing specialized benches for focused matters, and offering regular training for officials.

Finally, promoting alternative dispute resolution (ADR) mechanisms, including pre-filing mediation and in-house conciliation within RoC, could potentially ease up the burden on NCLT and offer faster, more efficient dispute resolution pathways.

The purpose behind creating a dual structure through the Registrar of Companies (RoC) and the National Company Law Tribunal (NCLT) was to ensure efficient corporate regulation by dividing routine administrative functions from adjudicatory responsibilities. However, as seen throughout this paper, the interaction between these two bodies often ends up creating more confusion than clarity.

Whether it is in strike-off and revival matters, compounding of offences, or approval of mergers, the overlapping jurisdictions and sequential processes lead to procedural delays, duplication of efforts, and unnecessary compliance burdens for companies.

Despite their well-defined individual roles, the absence of seamless coordination and procedural clarity has turned routine matters into complex legal journeys.

The lack of digital integration between the MCA21 portal and NCLT's systems, inconsistent interpretations across jurisdictions, and heavy pendency in tribunals only add to the existing challenges. These are not isolated issues; they impact the larger goal of making India's corporate legal framework efficient, responsive, and predictable.

The recent moves toward decriminalisation and increased administrative empowerment of the RoC are steps in the right direction, but more needs to be done. A clear legislative demarcation of powers, mandatory timelines for coordination, integrated digital systems, and specialised benches are some of the key reforms required. Promoting ADR mechanisms and empowering RoC to handle minor disputes at the ground level would significantly reduce the load on NCLT and bring faster resolutions.

In the end, the focus should be on creating a well-coordinated, transparent, and time-efficient interface between RoC and NCLT. One that doesn't just exist in the law but works effectively on the ground to serve companies, professionals, investors/shareholders and the economy of the nation at large.