

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**NEW DELHI BENCH-III**

**Coram: SHRI R. VARADHARAJAN, MEMBER (JUDICIAL)**

**DR. V.K. SUBBURAJ, MEMBER (TECHNICAL)**

**CP-54/14(1)/ND/18**

**SECTION: UNDER SECTION 14 Read with Rule 33 of the COMPANIES (INCORPORATION) RULES, 2014 AND RULE 68 OF THE NATIONAL COMPANY LAW TRIBUNAL RULES, 2016.**

**IN THE MATTER OF:**

**MAMRAM LIMITED**

**Having Registered office at**

**FLAT NO. 101, PKT-D-10,**

**OM SAI APARTMENTS, SECTOR 7 ROHINI**

**New Delhi-110085, India**

**....Petitioner**

**For the Petitioner : Dr. SANJEEV GUPTA (Company Secretary)**

**Mr. SHASHANK TANDON (Company Secretary)**

**Mr. TP Shami ( Advocate)**

**Order pronounced on : 25.4.2018**



ORDER

1) This petition has been filed by the petitioner Company seeking grant for the following reliefs:-

- a) To allow and confirm the conversion of the Petitioner Company into a Private Limited Company along with the alteration in the Memorandum & Articles of Association of the Company and the name of the Company be changed from "MAMRAM LIMITED" to "MAMRAM PRIVATE LIMITED" by issue of the fresh certificate of incorporation by the Registrar of Companies.
- b) Such further order or orders be made and/or directions be given as this Hon'ble National Company Law Tribunal may deem fit and proper.

2) It is seen that the petition has been filed under the provisions of Section 14(1) and 14 (2) of the companies Act, 2013. Perusal of the petition discloses the following facts in relation to compliance with the provisions of Companies Act, 2013, Read with Rule 68 of National Company Law Tribunal Rules,2016 (hereinafter referred as NCLT Rules)

a	Date of the Board Meeting held for approval of conversion	28.9..2017
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b	Date of the Extra Ordinary General Meeting held for approval of conversion at shorter notice on consent	3.10.2017
c	Registered Office Situated at	New Delhi
d	No. of Members in the Company	7
	No. of Members who attended the meeting	5 Members in Person
	No. of Members present and Voting for and against the conversion	For- 100% Against - Nil
e	Reason for Conversion	In view of the fact that company is having no involvement of public in the shareholding or management of the company
f	Listed or Unlisted Public Company	Unlisted Public Company
g	Nature of the Company	Limited by Shares
h	Whether a company registered under Section 8 of the Act	Not Registered under Section 8

3) An affidavit verifying the petition as well as verifying the list of creditors has been made by the directors of the petitioner Company, namely Ms. Kamla Garg, Ms. Renu Gupta and Mr. Sanjay gupta , deposing that full enquiry has been made into the affairs of the company and certifying that there are nil creditors in the company. In support of holding board meeting and the extra ordinary general meeting approving the conversion of the petitioner company from public to private limited company and the resolution having been

carried unanimously and to establish the fact as to persons who attended the respective meetings along with the consent of shareholders for convening of Extra ordinary general Meeting at shorter notice, minutes of the said of Extra Ordinary General Meeting held on 3.10.2017 have also been placed on record.

- 4) The Publication pursuant to order of this Tribunal dated 16.02.2018 it has been seen effected in English edition in Business Standard and Hindi edition in Jan Satta both being the daily newspapers in circulation in NCT of Delhi Region dated 17.2.2018. which have been placed on record.
- 5) In compliance with the order passed on 16.2.2018, the petitioner has effected notice of the application to the Central Government on 19.2.2018 and to ROC on 22.1.2018 as mandated under Rule 68 of NCLT Rules, 2016 and the service of the same has been placed on record. From a perusal of the records, we find that no objection has been received or placed on record from the said authority to whom notice have been given by the petitioner.
- 6) Considering all the above, this Tribunal is of the view that there is no impediment in allowing the petition as prayed for. A copy of this order shall be duly filed with the Registrar of Companies, NCT, Delhi and Haryana within the period as specified under the provisions of Companies Act, 2013 read with NCLT Rules, 2016 framed there under



The petition/ application is disposed off accordingly on above terms.

*Sd/-*  
25/4/18

**(Dr. V.K. SUBBURAJ)**  
**MEMBER (TECHNICAL)**

*Sd/-*  
25/4/18

**(R. VARADHARAJAN)**  
**MEMBER (JUDICIAL)**

U. D. Mehta/D