

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

C.P. No. 27/14/NCLT/AHM/2018

Coram: **Hon'ble Mr. HARIHAR PRAKASH CHATURVEDI, MEMBER JUDICIAL**
Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH
OF THE NATIONAL COMPANY LAW TRIBUNAL ON 30.08.2018**

Name of the Company: Dharam Mercantile Ltd.

Section of the Companies Act: Section 14 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
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1.

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ORDER

None present for the Petitioner.

The Order is pronounced in the open court, vide separate sheet.



**MANORAMA KUMARI
MEMBER JUDICIAL**

Dated this the 30th day of August, 2018


**HARIHAR PRAKASH CHATURVEDI
MEMBER JUDICIAL**

**BEFORE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

C.P. No. 27/14/NCLT/AHM/2018

In the matter of:

Dharam Mercantile Limited,
Registered Office at
191-192, Transport Nagar,
Main Road,
Opp. Shri Ram Tol-Kanta
Indore-452.001
Madhya Pradesh

: Petitioner

Versus

The Registrar of Companies,
Gwalior,
Madhya Pradesh

: Respondent

Order delivered on 30th August, 2018

**Coram: Hon'ble Mr. Harihar Prakash Chaturvedi, Member (Judicial)
Hon'ble Ms. Manorama Kumari, Member (Judicial)**

Appearance:

PCS Mr. Sanam Umbargikar is present for the Petitioner
Advocate Mr. Pathik Acharya i/b Advocate Mr. Devang Vyas is
present for the Respondent

ORDER

[Per: Hon'ble Ms. Manorama Kumari, Member (Judicial)]

1. Dharam Mercantile Limited., filed this Petition under Section 14(1) of the Companies Act, 2013, with a prayer to 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 of the name of the Company from

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“DHARAM MERCANTILE LIMITED’ to “DHARAM MERCANTILE PRIVATE LIMITED’.

2. The facts in brief, that are germane for the disposal of this Petition, are as follows;

2.1. The Petitioner Company was incorporated on 05.06.1995 limited by shares. The Authorised Share Capital of the Petitioner Company is Rs. 2,00,00,000 divided into 20,00,000 Equity Shares of Rs.10 each. The Paid-up Share Capital of the Company is Rs. 10,54,000/- divided into 1,05,400 equity shares of Rs.10 each. The Registered Office of the Petitioner Company is situated in Indore, in the State of Madhya Pradesh. The current status of the Company is “Unlisted Public Company”.

2.2. The Board of Directors of the Petitioner Company, in the Meeting held on 6th October, 2017 approved the conversion of the Petitioner Company into a ‘Private Limited Company’.

2.3. The Board of Directors of the Petitioner Company at the Extra Ordinary General Meeting of the Company held on 30th October, 2017 approved the conversion of the Company into a ‘Private Limited Company’ by passing a Special Resolution. The Company is having 2 creditors as on 30.10.2017 and as on 16.03.2018 having outstanding (in) aggregate of Rs. 16,000/-. Petitioner Company is not a Company incorporated under Section 8 of the Companies Act, 2013.

3. It is submitted by the Petitioner that Company was incorporated on 05.06.1995 as a public limited company and since then there is no involvement of public either in shareholding or the management of the Company. It is further submitted by the Petitioner that in order to simplify various corporate compliances, the Company felt that no purpose would be served by retaining the Public Limited character of the Company. The conversion of the Company

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into a 'Private Limited' will eliminate a lot of paper work and avoid unnecessary formalities and the Company can avail certain privileges which are available only to a Private Limited Company.

4. On this Petition, this Tribunal directed the Petitioner to comply with Rule 68(5)(a), (b), (c) of NCLT Rules, 2016 by advertising the petition according to Rule 35, serving individual notices by Registered post with Acknowledgment Due in Form NCLT 3(B) on each creditor of the Company. This Tribunal also directed the Petitioner Company to serve notice together with the copy of the petition to Central Government through Regional Director, Registrar of Companies, by Registered Post with Acknowledgment Due along with a copy of the petition and file proof of service. This Tribunal also directed the Company to keep a duly authenticated copy of list of creditors and allow inspection to any person and allow any person to take the extract of the list on payment as per sub Rule (4) of Rule 68 of NCLT Rules, 2016.

5. The Petitioner Company has complied with the above said directions. The Company has published the newspaper notice intimating all about the filing of petition for conversion of the Company into a private limited company and the date fixed for final hearing in Free Press, an English daily on 18th March, 2018 and in Dastak in Hindi on 18th March, 2018. The Company has also served individual notices by Registered Post with acknowledgment Due in form NCLT 3B on each of the creditors of the Company on 16th March, 2018. The Company has also served notice together with the copy of the petition along with intimation of date fixed for final hearing to the Registrar of Companies, Gwalior on 16th March, 2018 and the Regional Director, Ahmedabad on 16th March, 2018. The Company has also submitted affidavit by the Director of the Company verifying the publication of newspaper notice. The Company has also submitted affidavit by two Directors of the Company verifying the list of creditors along with the list of creditors

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6. A perusal of the documents submitted during the proceedings establishes that the Petitioner Company is not involved in public either in the shareholding or in the Board of Directors. No objection is received from any of the Creditors of the Petitioner Company. No objections received from the public. The statutory compliances, namely Resolution of the Board and Special Resolution of the Members are there on record. Therefore, there is no impediment to permit the conversion of Petitioner Company into a 'Private Limited Company'.
7. Hence, this Tribunal hereby approve the conversion of 'Dharam Mercantile Limited' into a 'Private Limited Company', and further approve the alteration in the Memorandum and Articles of Association of the Company.
8. The Petitioner is directed to file copy of this Order along with alteration in the Memorandum and Articles of Association of the Company with the Registrar of Companies within a period of 15 days from the date of this order.
9. The Petition is disposed of accordingly. No order as to costs.


Ms. Manorama Kumari
Member (Judicial)


Harihar Prakash Chaturvedi
Member (Judicial)