

NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
NEW DELHI

C. P. NO.
CA. NO. 01/14/2016

PRESENT: SMT. INA MALHOTRA
Hon'ble Member (J)

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NEW DELHI BENCH OF
THE NATIONAL COMPANY LAW TRIBUNAL ON 06.12.2016**

NAME OF THE COMPANY: M/s Yarrow Infrastructure Ltd.

SECTION OF THE COMPANIES ACT: 14(1)

S.NO.	NAME	DESIGNATION	REPRESENTATION	SIGNATURE
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Present: Mr. Sanjay Khandelwal, Company Secretary

ORDER

Vide this Petition under section 14(1) of the Companies Act 2013, M/s. Yarrow Infrastructure Limited (hereinafter called the Company CIN U70200DL2010PLC206346) prays for conversion of its status from a Public Company to a Private one.

2. The petitioner Company is stated to be a closely held one with a few shareholders. Its fund requirements are primarily met by its shareholders and it does not intend to raise any funds from the public. Under such circumstances, with a view to do away with the onerous compliances required from a public limited company, a decision was taken by the Board of Directors on 09.06.2016 for converting its status to a Private Company. Notice was issued for circulating the Agenda alongwith the explanatory note for holding the EGM on 04.07.2016.

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3. Necessary steps for altering the Company's Articles of Association and Memorandum of Association were also initiated. Subsequently, the Company in its Extra Ordinary General Meeting held on 04.07.2016, unanimously resolved to convert the Company into a Private Limited Company and the name of the Company was proposed to be changed from "Yarrow Infrastructure Limited" to "Yarrow Infrastructure Private Limited" subject to approval of the NCLT.

4. The petition is accompanied with an affidavit of its Director stating that due compliances have been carried out. Publication has been effected in English and Hindi in the daily newspapers, The Financial Express and Jansatta, dated 25.10.2016, which have been filed on record. The petition is duly annexed with the Financial Statements for the year ending 31.03.2016, a certified copy of the Resolution passed in the EGM dated 04.07.2016, list of Creditors, and notices issued to them. It is also certified that the company was never listed on any stock exchange nor has it invited any deposits from the public. There is no legal proceeding pending against the company in any Court of Law, and there is no personal interest of any Director in praying for the said conversion.

5. As the company has complied with statutory requirements, due approval is accorded to it for conversion to a Private Limited Company. Its name shall be changed from "Yarrow Infrastructure Limited" to "Yarrow Infrastructure Private Limited" in terms of its Articles of Association, with the status of all concerned to be in the same position as prior to conversion.

6. The Company petition stands allowed. Fresh Certificate of Incorporation be issued.

SD/-

(Ina Malhotra)

Member Judicial