

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL MUMBAI BENCH, MUMBAI
Company Petition No. 23/2016

Coram: B S V Prakash Kumar Member Judicial & V Nallasenapathy Member Technical

In the matter of Companies Act 2013 under sections 14(1).

And

M/s. UI Wealth Advisors Ltd.

..... Petitioner

Present on behalf of the party:

1. Mr. Ankur Kumar, Advocate for the Petitioner.

ORDER

(Heard on 24.10.2016)

(Disposed of on 21.11.2016)

This Company Petition filed by M/s. UI Wealth Advisors Ltd. (hereinafter called the Company) under Section 14(1) of the Companies Act, 2013, seeking approval of this Tribunal for conversion of its status from that of Public Company in to a Private Company.

The Company in its petition has stated that it is a closely held public Company with few shareholders, its funds requirements are met by its shareholders, the Company does not intend to raise funds from the public, it wants to do away with onerous compliances to be done by public limited companies as required under the Companies Act, 2013 and hence the Company is filing this Petition for converting its status from that of Public Company in to a Private Company. The company in its Balance sheet as on 31-03-2015 disclosed only Current Liabilities to the extent of Rs. 3,06,247.00 and there are no any other liabilities. The Registrar of Companies, Maharashtra, in his report dated 21-10-2016 has stated that there is no inter corporate deposit found in the Balance Sheet as on 31.03.2015.

The directors of the company filed an affidavit, as required under Rule 35 of NCLT Rules, 2016, stating that a notice of hearing of this petition was published on 09.09.2016 in Press in English and Marathi and filed the same and also filed

an affidavit stating that there are no creditors of the company as on 9-9-2016, as required under Rule 68 of NCLT Rules, 2016.

The Board of Directors of the Company in the meeting held on 01.08.2016 resolved to convert the Company into a Private Company and to alter the Company's Articles of Association and Memorandum of Association in this regard. Subsequently, the Company in its Annual General Meeting held on 23.08.2016, unanimously resolved to convert the Company into a Private Limited Company and the name of the Company be changed from "UI Wealth Advisors Ltd." to "UI Wealth Advisors Pvt. Ltd." subject to the approval of NCLT.

Section 14(1) of the Companies Act, 2013 provides as below:

"14. Alteration of articles.

(1) Subject to the provisions of this Act and the conditions contained in its memorandum, if any, a company may, by a special resolution, alter its articles including alterations having the effect of conversion of —

(a) a private company into a public company; or

(b) a public company into a private company:

Provided that where a company being a private company alters its articles in such a manner that they no longer include the restrictions and limitations which are required to be included in the articles of a private company under this Act, the company shall, as from the date of such alteration, cease to be a private company:


Provided further that any alteration having the effect of conversion of a public company into a private company shall not take effect except with the approval of the Tribunal which shall make such order as it may deem fit."

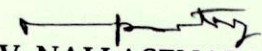
(2) Every alteration of the articles under this section and a copy of the order of the Tribunal approving the alteration as per sub-section (1) shall be filed with the Registrar, together with a printed copy of the altered articles, within a period of fifteen days in such manner as may be prescribed, who shall register the same.

(3) Any alteration of the articles registered under sub-section (2) shall, subject to the provisions of this Act, be valid as if it were originally in the articles."

The Company has complied with the mandate of Section 14(1) of the Companies Act, 2013 for conversion of Public Company in to a Private Company. In view of this it is ordered that approval for conversion "UI Wealth Advisors Ltd." to "UI Wealth Advisors Pvt. Ltd." is granted as prayed for in the petition.

The Company Petition is disposed of accordingly.


B.S.V. PRAKASH KUMAR
Member (Judicial)


V. NALLASENAPATHY
Member (Technical)