

**In the National Company Law Tribunal
Single bench, Chennai**

CP No. 13 of 2017

Under Section 14(1)(b) of the Companies Act, 2013

In the matter of

M/s. Billroth Hospitals Limited

Order delivered on 19.07.2017

For the Petitioner: Dr. B Ravi, PCS

For the Intervenor: Shri K Gaurav Kumar, PCS

Per: K. Anantha Padmanabha Swamy, Member (J)

ORDER

1. Under consideration is a company Petition No. 36 of 2017 filed by M/s. Billroth Hospitals Limited (hereinafter called as ‘**Petitioner Company**’) under Second proviso of Section 14(1)(b) of the Companies Act, 2013 read with Rule 68 of the National Company Law Tribunal Rules, 2016.
2. The Petitioner Company is a closely held Unlisted Public Company limited by shares having its CIN: U85110TN1994PLC027417 and Registered office at 43, Lakshmi Talkies Road, Shenoy Nagar, Chennai- 600032.
3. It is mentioned that the Authorised capital of the company is Rs. 16,50,00,000 divided into 1,65,00,000 Equity Shares of

Rs.10/- each and the Paid up Capital is Rs. 13,86,17,400 divided into 1,38,61,740 Equity Shares of Rs.10/- each.

4. The main objects of the company as set out in the Memorandum of Association of the Petitioner Company are to establish and manage hospitals, nursing homes, diagnostic service centres, health care centres and pharmaceutical shops.
5. The Board of directors of the petitioner company vide its resolution dated 24.12.2016 has approved the proposed conversion from public limited company to that of Private Limited Company. Subsequently an EGM was conducted on 4th February 2017 in which 13 shareholders representing 70.93% in value out of 44 shareholders have approved the special resolution. There are 7 secured creditors and all of them have given their consent to the proposed conversion.
6. The learned PCS representing the Petitioner Company submitted that in order to save on compliance cost while also improving efficiency of management and flexibility in decision making, it was felt necessary to change the status of company from that of Public to Private. It is further submitted that the conversion of the company from public limited to private limited does not prejudice the interests of any person

either Member or creditor or other related parties of the company.

7. It is pertinent to mention herein that one Objector named J. Rani filed objection before this bench with regard to the proposed conversion. Shri K Gaurav Kumar, PCS representing the objector submitted that the objector wanted to inspect certain documents of the petitioner company but the petitioner company is not allowing her to do the same and this Bench vide its order dated 09.06.2017 directed the objector to visit the office of the petitioner company. After visiting the office and upon inspection of company's record, the objector is satisfied that she does not hold any shares in the company and therefore, unconditionally withdrew the objection to the proposed conversion and also confirmed the same to the company vide letter dated 22.06.2017.
8. The Registrar of Companies, Tamil Nadu, Chennai, vide letter dated 21.04.2017 has submitted that there is no prosecution pending against the Petitioner company and its Directors and also no investors complaints are pending. He has also submitted that the petition may be decided on its merits.

9. In the light of the above, it seems that the Petitioner Company has complied with the provisions of Section 14 r/w Rule 68 of NCLT Rules, 2016. This Bench is of the opinion that permitting conversion of the company from public limited to private limited is in the interest of the company with a view to make the company to carry on the business more efficiently and it will not be prejudicial to the interest of any members or to the creditors of the company. Therefore, the company petition is allowed
10. The copy of this order along with the copy of the altered Articles of Association be filed with the Registrar of Companies, Tamil Nadu, Chennai within a period of 15 days from the date of this order in a prescribed manner for necessary compliance.
11. . Accordingly, the Company Petition is disposed of.


K.ANANTHA PADMANABHASWAMY
MEMBER (J)