

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

CP/54/14(1)/2017

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

In the matter of

M/s. Espresso Home Appliances Limited

Order delivered on 07.09.2017

For the Petitioner: Gaurav Kumar, PCS

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

ORDER

1. Under consideration is a company Petition No. CP/38/14(1)/2017 filed by M/s. Espresso Home Appliances 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 an Unlisted Public Limited Company by shares having its CIN: U5299TN1994PLC029302 and Registered office at No. 18, Old Slaughters House road, Choolai, Chennai- 600112.
3. It is mentioned that the Authorised Capital of the company is Rs. 2,50,00,000 divided into 25,00,000 Equity Shares of

Rs.10/- each and the Paid up Capital is Rs. 61,61,000/- divided into 6,16,100 Equity Shares of Rs.10/- each.

4. The main object of the Petitioner Company as set out in the Memorandum of Association is designing, developing, manufacturing, buying, selling or otherwise dealing in all types of cooking appliances run on electricity gas regulators, valves and other non-ferrous metals.
5. There are 7 equity shareholders. The Company has also produced a certificate from Pranaav Jain & Associates, Chartered Accountants confirming that there are Nil secured/unsecured creditors in the Petitioner Company.
6. The Board of directors of the petitioner company passed the necessary Resolution held on 11.01.2017 and approved the proposed conversion from public limited company to that of Private Limited Company. The shareholders of the company have also approved the proposed conversion vide their special resolution in the extra ordinary meeting dated 06.02.2017.
7. The Petitioner Company has also made the paper publication one in English i.e. News Today and other in vernacular i.e. Malai Sudar dated 13.04.2017. There has been no objection from any person to the proposed conversion.

8. The learned PCS representing the Petitioner Company submitted that the company is a Public Limited Company limited by shares since incorporation and there is no involvement of the public in the shareholding or the management of the company. Also, the conversion would assist the company in carrying on its business activities in a simpler and more efficient manner as per the available exemptions and privileges available to a Private Limited Company under the Companies Act, 2013, 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.
9. The Registrar of Companies, Tamil Nadu, Chennai, vide letter dated 23.08.2017 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.
10. 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

11. 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.

12. . Accordingly, the Company Petition is disposed of.



K.ANANTHA PADMANABHASWAMY
MEMBER (J)

RLS