

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, CHENNAI**

**CA/77/14(1)/2017**

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

**In the matter of**

**M/s. WESTLAND PUBLICATIONS LIMITED**

**Order delivered on: 28.09.2017**

**Coram:**

**CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)**

**S.VIJAYARAGHAVAN, MEMBER (TECHNICAL)**

**For the Petitioner(s) : Shri Rupesh Agarwal, PCS**

**ORDER**

**Per: CH. MOHD SHARIEF TARIQ, MEMBER (J)**

1. Under the consideration is a company Petition No. CP/77/(14(1)/2017 filed by M/s. Westland Publications Limited (hereinafter called as **Petitioner Company**) under second proviso to 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 Public Limited Company, having its CIN: U22190TN2016PLC109929. The Petitioner Company was

incorporated on 30.03.2016 under provisions of the companies Act, 2013. The registered office of company is situated at No.61, 2nd Floor, Silverline Building Alapakkam Main Road, Maduravoyal, Thiruvallur, Chennai-600095.

3. The Authorised share Capital of the company is Rs.50,00,000/- (Rupees Fifty Lakh Only) divided into 50,00,000(Fifty Lakh Only) Equity Shares of Rs.1/- (Rupee One Only) each. The issued, subscribed and paid up capital of Rs. 11,09,005/-(Rupees Eleven Lakhs Nine Thousand and five only) divided into Equity Shares of Rs.1/- (Rupee One Only) each.
4. The main object of the petitioner company as set out in the Memorandum of Association (in short **MOA**) is to start, acquire and carry on the business of publishers, e-publishers' representatives, editors and printers etc.
5. There are 78 unsecured creditors and 43 trade Creditors as on 30<sup>th</sup> June, 21017. There is no secured creditor, which is also certified by Chartered Accountant. The Company has also sent notices to all unsecured Creditor and trade creditor by speed post dated 07.09.2017 regarding proposed conversion.
6. It has been stated that the Meeting of the Board of Directors meeting was held on 29<sup>th</sup> day of May, 2017. The board decided to convert Company from Public Limited to a Private Limited and

consequently change in the name of the company and alteration to the Memorandum of Association and Articles of Association. An EGM for the said purpose was convened, held and conducted on 16<sup>th</sup> Day of June, 2017, which has been attended by all the seven members, where in a special resolution was passed to convert the Public Limited Company to Private Limited. Consequently, the name of the company will be changed from “**Westland Publications Limited**” to “**Westland Publications Private Limited**”

7. The petitioner has also filed requisite documents before the Registrar of Companies concerned, including form MGT-14. The applicant company has filed an affidavit mentioning name of the creditors. The applicant company has stated that they have not issued any debentures and an affidavit has been submitted by the directors for non-accepting of deposits and non-listing of the company on any of the Stock Exchanges. A paper publication has been made containing the details of the petition in terms of Rule 35 r/w Rule 68(5) of the National Company Law Tribunal Rules, 2016 in “**Financial Express**” in English and “**Makkal Kural**” in vernacular on 07.09.2017.
8. The representative of the petitioner has also summited during argument that the petitioner company has not received any petition,

application and objection in response to the advertisements dated 07.09.2017, as mentioned in Form NCLT-3A under the NCLT Rules, 2016.

9. The Registrar of Companies, Chennai, Tamil Nadu, vide letter dated 20.09.2017, has submitted that entire shareholding of the company is held by Amazon Eurasia Holding SARL(Holding Company) along with its nominees and there is no prosecution pending against the petitioner company and its directors and also no investors complaint is pending. He has also submitted that the petition may be decided on merits.

10. In the light of the above, the company petition is allowed permitting the conversion from Public Limited to Private Limited which is in the interest of the company with a view to carry on the business more efficiently and effectively under the provisions of the companies act, 2013 and the same is not likely to cause any prejudice to the members. Therefore, we grant approval for altering the articles of association as has been decided by passing a special resolution in the EOGM held on 16<sup>th</sup> June, 2017 for converting the company from 'Public' to 'Private'. A copy of this order along with printed copy of the amended Memorandum of Association and Articles of Association be filed with the Registrar of Companies concerned, with in a period of 15 days from the date

the copy of this order is received, in the manner as prescribed for registration of the company and change of the name of the Company as prescribed under the companies (Incorporation) Rules, 2017, in form NIC-27

11. Accordingly CP No. 77/14(1)/2017 disposed of.

*S. Vijayaraghavan*  
S. VIJAYARAGHVAN  
MEMBER (T)

TJS

*Shariq*  
CH. MOHD SHARIEF TARIQ  
MEMBER (J)