

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

CP/64/14(1)/2017

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

In the matter of

M/s. Empee Leasing and Finance Limited

Order delivered on 25.10.2017

For the Petitioner: Shri R.Venkatesh, Company Secretary

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

ORDER

1. Under consideration is a company Petition No. CP/64/14(1)/2017 filed by M/s. Empee Leasing and Finance 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 Public Unlisted Company limited by shares having its CIN: U65910TN1988PLC016327. The Petitioner Company was incorporated on 11.10.1988 under provisions of the Companies Act, 2013. The Registered office at Empee Tower, No.59, Harris Road, Pudupet, and Chennai- 600002.

3. It is mentioned that the Authorised Capital of the company is Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs.10/- each and the Paid up Capital is Rs. 72,35,000/- divided into 7,23,500 Equity Shares of Rs.10/- each.
4. The main object of the Petitioner Company as set out in the Memorandum of Association is carry on the business of transport, merchandise, cargo handling, clearing and related other services.
5. The Company does not have any secured and unsecured creditors and being a non-operating company certified by Shri R.Rajagopal, Chartered Accountant. The company has also sent notices to all members regarding the proposed conversion.
6. The Board of Directors of the petitioner company passed the necessary Special Resolution at the Extra Ordinary General Meeting held on 20.05.2017 and approved the proposed conversion from public limited company to that of Private Limited Company. The copy of the resolution is enclosed vide **Annexure-A**.
7. The learned counsel representing the Petitioner Company submitted that the company has been a closely held unlisted

Company 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.

8. The Registrar of Companies, Tamil Nadu, Chennai, vide letter dated 24.08.2017 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.
9. In the light of the above, it appears 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, and 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 PADMANABHA SWAMY,
MEMBER (J)

TJS