

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

CP/78/14(1)/2017

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

In the matter of

M/s. The South Travancore Plantations Limited

Order delivered on 18.12.2017

For the Petitioner: Shri N. Sridharan, PCS

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

ORDER

1. Under consideration is a company Petition No. CP/78/14(1)/2017 filed by M/s. The South Travancore Plantations 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 Company, incorporated on 25.05.1943 under The Travancore Companies Act, IX of 1114, having its Registration No: 57 of 1118. The registered office is situated at No. 161, Pioneer Manikandan Buildings, Vadasery, Nagercoil, Kanyakumari Dist-629001 in the State of Taminadu.



3. The Authorised share Capital of the company is Rs. 15,00,000/- consisting of 1,00,000 Equity Shares of Rs.10/- each and 50,000 Preference Shares of Rs. 10/- each and the issued, subscribed and Paid up share Capital is Rs. 69,2300/- consisting of Rs. 69,230 Equity Shares of Rs.10/- each.
4. The main object of the Petitioner Company as set out in Clause III (A) of the Memorandum of Association is to carry on the business of purchase, take on lease, or in exchange, hire or otherwise acquire any estate or estates, land or lands at any place in India.
5. There are 6 unsecured creditors as on 30th June, 2017. 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 13.10.2017 regarding proposed conversion.
6. The Board of Directors held a meeting on 06th February, 2017 and accorded their consent for conversion of the company from a public Limited to a Private Limited and consequently change in the name of the company and alteration to the Articles of Association and memorandum of association. Therefore, an EGM for the said purpose was



convened. It is a closely held company having 57 members who have attended to the EOGM held on 20th March, 2017, passed the special resolution approving conversion of the company into private limited. Consequently, the name of the company will be changed from The South Travancore Plantations Limited to The South Travancore Plantations Private Limited. The copy of the resolution is enclosed vide **Exhibit No-3.**

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 “**New Indian Express**” in English on 14.09.2017 and “**Dinamalar**” in vernacular on 15.09.2017.



8. The representative of the petitioner has also submitted during argument that the petitioner company has not received objection in response to the advertisements dated 14.09.2017 and 15.09.2017.
9. The learned counsel representing the Petitioner Company submitted that the company was incorporated more than 75 back years and it is 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. Therefore, 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.
10. The Registrar of Companies, Tamil Nadu, Chennai, vide letter dated 12.09.2017 has submitted that there is only



meagre involmment in the public in shareholding (i.e.0.08%).

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.

11. 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.

12. The copy of this order along with the copy of the altered Memorandum of Association and 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.

13. Accordingly, the Company Petition is disposed of.



K.ANANTHA PADMANABHA SWAMY
MEMBER (J)

TJS