

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH, CHENNAI

Arguments heard on 10.02.2017

Orders passed on 20.03.2017

**C.P. No. 8 of 2017**

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

Petitioner : M/s. Blue Nile Properties Limited

Represented by: Shri M. Rathinakumar, PCS

**CORUM**

ANANTHA PADMANABHA SWAMY & CH MOHD SHARIEF TARIQ,  
MEMBERS (JUDICIAL)

**ORDER**

**CH MOHD SHARIEF TARIQ, MEMBER (JUDICIAL):- (ORAL)**

1. This company petition came to be filed on 28.11.2016 under Second proviso to Section 14 (1) (b) of the Companies Act, 2013 which has been numbered as C.P. No. 8 of 2017.
2. The Applicant "Blue Nile Properties Limited" is a company incorporated on 12.11.2004 under the Companies Act, 1956 having its CIN : U45201TN2004PLC054651 and its registered office is located at 4/26, II Lane, St. Patrick Church Road, St. Thomas Mount, Chennai – 600 016.
3. It has been stated that, in the shareholdings and management of the company, there is no involvement of public, and therefore, the Board of Directors has decided to convert the company into a Private Limited Company to avail the privileges and exemptions that are

available in the Private Limited Companies to enable the management to carry out its affairs efficiently. Accordingly, on 08.08.2016, in the Board Meeting, alteration of Articles was approved.

4. An EoGM has been held on 01.09.2016, in which out of 10 Shareholders, 5 shareholders participated and unanimously approved the special resolution for conversion of the applicant company from public limited to private limited. The company has only secured creditor. The petitioner is an unlisted company. The petitioner company is not registered under Section 8 of the Companies Act, 2013. The Board of Directors has given Affidavit confirming the list of creditors.

5. The company is having an authorised capital of Rs.15,00,00,000/- divided into 15,00,000 equity shares of Rs.100/- each. The issued, subscribed and paid up capital is Rs.4,99,70,000/- divided into 4,99,700 equity shares of Rs.100/- each. The object of the company is in doing real estate dealing with builders, plots and flat promoters, land maintenance, land approval and promotions. The petitioner company is a very closely held public company having only 10 shareholders.

6. On 10.02.2017, the petitioner company filed the proof of publication of notices in newspapers made on 21.01.2017, one in vernacular "Makkal Kural" and another in English "Trinity Mirror", before this Bench, by complying with the directions of this Bench'

order dated 07.02.2017. Therefore, it appears that the petitioner company has fulfilled the requirements as per law, for consideration of its application.

7. 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 with the provisions of Companies Act, 2013 and the same is not likely to cause any prejudice either to the members or to the creditors of the company. Accordingly, the CP No: 8/2017 is disposed of, with a direction to give effect to the conversion of the company from public to private by bringing necessary alteration in the Articles of Association and a copy of this Order along with printed copy of the Articles of Association be filed with the Registrar of Companies concerned, within a period of 15 days from today in the manner as prescribed for registration of the company and change of the name of the company as prayed for in the petition.

K.ANANTHA PADMANABHASWAMY  
MEMBER (JUDICIAL)

CH. MOHD. SHARIEF TARIQ  
MEMBER (JUDICIAL)