

IN THE NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH
HYDERABAD

C.P.No.69/14/HDB/2017

U/s 14(1) of the Companies Act, 2013
R/w Rules 11 and 68 of NCLT Rules, 2016

In the matter of

Vani Boards Limited
Door No.35-32-2, A.B. Bhavan,
Yenamandravari Street, Tanuku,
West Godavari District-534 211, Andhra Pradesh

... Petitioner

Versus

The Registrar of Companies, Hyderabad
For Andhra Pradesh and Telangana,
2nd Floor, Corporate Bhawan,
Bandla Guda, Nagole, Hyderabad – 500 068.

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

.... Respondent

Orders Pronounced on: 08.11.2017

CORAM:

Hon'ble Mr. Rajeswara Rao Vittanala, Member (Judicial)

Hon'ble Mr. Ravikumar Duraisamy, Member (Technical)

Parties Present:

Counsel for the Petitioner: Mr. D.V.A.S. Ravi Prasad, Advocate

Per: Ravikumar Duraisamy, Member (Technical)

ORDER

1. The Company Petition bearing CP.No.69/14/HDB/2017 is filed by Vani Boards Limited (hereinafter referred to as 'the Petitioner Company') under Section 14(1) of the Companies Act, 2013 by inter-alia seeking (a) to convert the Company from 'Public Limited' to 'Private Limited' and

consequently the name of the company be changed from 'Vani Boards Limited' to 'Vani Boards Private Limited' by inserting the word 'Private' before the word 'Limited' and (b) To direct the Petitioner to file the Amended Articles with the Registrar of Companies, Ministry of Corporate Affairs, Hyderabad within 30 days from the date of the receipt of the certified copy of the order from the Hon'ble Tribunal.

2. The above Petition came up for hearing before this Tribunal on 02.06.2017; 07.06.2017; 13.06.2017; 07.07.2017; 06.10.2017 and finally on 20.10.2017.

3. Brief facts of case as submitted are as under:-

a) The Petitioner Company was initially incorporated as a Public Limited Company on 06.03.2013 under the Companies Act, 1956 in the name of Vani Boards Limited with Corporate Identity Number (CIN) U21098AP2013PLC086180. The Authorized Share Capital of the Company as on 31.03.2016 is Rs.10,00,000/- divided into 1,00,000 equity shares of Rs.10/- each and its issued, subscribed and paid-up capital is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each. The Company presently is an Unlisted Public Company limited by shares. The registered office of the Company is situated at D.No.35-32-2, A.B. Bhavan, Yenamandravari Street, Tanuku, West Godavari District, Andhra Pradesh – 534211.

b) The main objects of the Company as per its Memorandum of Association, in brief are to carry in India or elsewhere the business as manufacturers, producers, processors, importers, exporters, buyers, sellers, stockiest, agents, distributors, job workers, collaborators, consultants, suppliers and dealers in all kinds, classes, applications, specifications, descriptions, characteristics, colors and uses of paper oncluding writing paper, printing paper, absorbent paper, packing and



wrapping paper, wall and ceiling paper, news print paper, filter paper, ivory finish paper, cartridge paper, etc.

c) The Petitioner Company has very small number of shareholders i.e. 7 (seven) holding 50,000 shares and the company is in no need of more funding of capital and thus in the interest of shareholders and stakeholders, and in order to avoid unnecessary formalities and to obtain privileges, which are available to private limited companies, hence, it has decided to convert the Public Limited Company into a Private Limited Company as to work effectively.

d) The Members of the Company in their EoGM held on 06.02.2017 approved the proposal of conversion from Public Limited to a Private Limited Company, by way of a Special Resolution and the same was filed in Form No.MGT-14 with the Registrar of Companies. All the 7(seven) members have participated in the EoGM and voted in favour of the resolution.



e) The Petitioner Company submitted that conversion of the Company to a Private Limited will not affect any debts, liabilities, obligations or contracts etc., transacted in the name of present Company.

f) The Company had no Secured and Unsecured Creditors and Debenture holders as on the date of the EoGM and as on the date of filing the Company Petition. Further the Petitioner Company has published an advertisement in accordance with NCLT Rules, 2016 with regard to conversion of Public Limited Company to Private Limited Company one in English in "Business Standard" on 22.06.2017 and one in vernacular language i.e. Telugu in "Andhra Bhoomi" on 22.06.2017.

g) The Petitioner Company by an affidavit dated 06.07.2017 informed that the Petitioner Company and the Counsel for the Petitioner have not received any objections from any person for conversion of

petitioner Company from Public Limited Company to Private Limited Company.

4. The Registrar of Companies, vide his letter No.ROCH/LEGAL/SEC14/86180/Vaniboards/STACK/2017-1656; dated 10.10.2017 while affirming the averments of Petitioner Company in the Petition has further submitted that the Company has filed E-form GNL-2 for submission of documents with ROC vide SRN No.G48360242 regarding notice of Petition filed under Section 14 of the Companies Act, 2013 for conversion of public company into private company.

5. Heard, Mr. D.V.A.S. Ravi Prasad, Counsel for the Petitioner Company, Affidavit dated 20.10.2017 filed by the Petitioner Company and carefully perused the material papers placed on record, and also the Report of the Registrar of Companies, Hyderabad furnished vide his letter dated 10.10.2017.



We are of the considered view that the Petitioner Company has fulfilled all the conditions as prescribed under Section 14(1) of the Companies Act, 2013 read with Rule 11 and 68 of the NCLT Rules, 2016. Hence, prayer of the Petitioner Company deserved to be allowed in the interest of justice and good governance.

7. In the result, the Company Petition bearing No.69/14/DHB/2017 is allowed with the following directions:-

- a) Approved the conversion of Petitioner Company into a Private Limited Company and that the name of the Company be changed from "Vani Board Limited" to "Vani Boards Private Limited".

b) Directed to amend the Articles of Association of the Company in accordance with the Special Resolution passed at EoGM held on 06.02.2017.

c) Directed the Petitioner Company to comply with requirements of all the provisions of Section 14 of the Companies Act, 2013 and if any default in complying with the same, the Company and every officer who is in default shall be liable to a penalty as per Section 15 of the Companies Act, 2013.

8. No order as to costs.

Sd/-
RAVIKUMAR DURAISAMY
MEMBER (TECHNICAL)

Sd/-
RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)

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for **Dy. Regr./Asst. Regr/Court Officer/**
National Company Law Tribunal, Hyderabad Bench

**प्रमाणित प्रति
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केस संख्या
CASE NUMBER... *C.P.No. 69/14/ND3/2017*
निर्णय का तारीख
DATE OF JUDGEMENT... *8.11.2017*
प्रति तैयार किया गया तारीख
COPY MADE READY ON... *8.11.2017*