

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH, AT HYDERABAD**

C.P.No.21/14/HDB/2017

Date of order: 08.05.2017

Glochem Industries Limited
G.V. Chambers, 7-2-C8 & C8/2,
IDA Sanathnagar, Hyderabad – 500018
Telangana.

..... Petitioner

Parties Present:

Counsel for the Petitioner : Mr. Rahul Jain, Practicing Company Secretary

CORAM:

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

**CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL**

ORDER

(As per Rajeswara Rao Vittanala, Member (Judicial))

1. The Company Petition bearing CP.No.21/14/HDB/2017 is filed by Glochem Industries Limited (hereinafter referred to as 'the Petitioner Company') under Section 14(1)(b) of the Companies Act, 2013 by inter-alia seeking the following reliefs:-

- a) That the Company be allowed for the conversion from Public Limited Company to Private Limited Company by virtue of Section 14 of the Companies Act, 2013; and
- b) That the alteration of the Memorandum & Articles of Association of the Company sought to be effected pursuant to the Special Resolution passed at the Extra-ordinary General Meeting of the Members of the Company held on 19.01.2017 be confirmed.



2. The above Petition came up for hearing before this Tribunal on 10.03.2017; 30.03.2017; 21.04.2017; 28.04.2017 and finally on 08.05.2017.

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

a) The Petitioner Company was initially incorporated as a Public Limited Company in the year 1995 under the Companies Act, 1956, with Corporate Identity Number (CIN) U24110TG1995PLC022303. The Authorized Share Capital of the Company is Rs.5,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each and its paid up capital is Rs.2,74,00,800/- divided into 27,40,080 of Rs.10/- each. The Company is an Unlisted Public Company. The registered office of the Company is situated at G.V. Chambers, 7-2-C8 & C8/2, IDA Sanath Nagar, Hyderabad – 500 018, Telangana.

b) The main objects of the Company as per its Memorandum of Association is to carry on the business as manufacturers, processors, researchers, formulators, extractors, drillers miners, refiners, importers, exporters, wholesalers, retailers agents, buyers, sellers and dealers of all kinds of chemicals and derivatives there from including inorganic and organic chemicals, aliphatic and aromatic chemicals, pure chemicals, fine chemicals special chemicals etc.

c) The Company has relatively small number of Members, and it proposed to convert Company into Private Limited Company to enjoy the privileges, which are available to private limited companies, which would help the management to carry out its affairs more conveniently.

d) The Board of Directors of the Petitioner Company in its meeting held on 16.12.2016 proposed and unanimously approved to convert the Company to a Private Limited Company subject to requisite approvals from Members and the Hon'ble Tribunal.



- e) Subsequently, the Members of the Company in their EOGM held on 19.01.2017 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.
- f) The conversion of the Company to a Private Limited will not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the company before conversion and such debts, liabilities, obligations and contracts shall be enforced in the manner, as if such conversion had not been done.
- g) Individual notices have been issued to the creditors of the Petitioner Company. The Petitioner Company has received No Objection Certificates from 52 creditors. Further the Petitioner Company has published an advertisement on 12.03.2017 with regard to conversion of Public Limited Company to Private Limited Company once in English in "The Hans India" and one in vernacular language i.e. Telugu in "Mana Telangana". It is further published an advertisement on 04.04.2017 in English in "The Times of India".

- 4. The Registrar of Companies, vide his letter No.ROCH/Legal/Sec14/022303/GIL/STACK/2017 dated 06.03.2017 while affirming the averments of Petitioner Company in the Petition has further submitted that the Company has filed E-form GNL-1 for submission of documents with ROC vide SRN 635740273.

- 5. Heard, Mr. Rahul Jain, Practicing Company Secretary and authorized representative for 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 06.03. 2017.



6. I am 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 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.21/14/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 "Glochem Industries Limited" to "Glochem Industries Private Limited".
- b) Directed the Petitioner Company to comply with requirements of all the provisions of Section 14 of the Companies Act, 2013.
8. No order as to costs.



21/-
RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)

*Order received by the
Registry on : 27-06-2017*

V. Annapoorna
V. ANNAPOORNA
Asst. DIRECTOR
NCLT, HYDERABAD.

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