

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

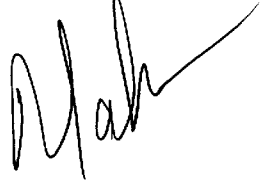
CP 1 of 2020

**Coram: Hon'ble Mr. HARIHAR PRAKASH CHATURVEDI, MEMBER (JUDICIAL)
Hon'ble Mr. PRASANTA KUMAR MOHANTY, MEMBER (TECHNICAL)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH
OF THE NATIONAL COMPANY LAW TRIBUNAL ON 06.01.2020**

Name of the Company: Solitaire Industrial Infrastructure Pvt Ltd

Section of the Companies Act : Section 66 of Co.Act,2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	NAVIN PAHWA	SR. ADV	Petitioner	
2.	with RAVI PAHWA	ADV		

ORDER

The Petitioner is represented through respective Counsel(s).

The present Company Petition is filed under Section 66 of the Companies Act, 2013, seeking for reduction of the Share Capital of the Company.

We heard the submission of Learned Counsel of the Petitioner for admission of the present Company petition and for issuance of notice of hearing of the present Company Petition to the Party concerned and other Statutory/Regulatory/Authorities(s).

The relevant provision of the Act reads as under:

- (1) *Subject to confirmation by the Tribunal on an application by the company, a company limited by shares or limited by guarantee and having a share capital may, by a special resolution, reduce the share capital in any manner and in particular, may—*
- (a) *extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or*

(b) *either with or without extinguishing or reducing liability on any of its shares,—*

(i) cancel any paid-up share capital which is lost or is unrepresented by available assets; or

(ii) pay off any paid-up share capital which is in excess of the wants of the company, alter its memorandum by reducing the amount of its share capital and of its shares accordingly:

Provided that no such reduction shall be made if the company is in arrears in the repayment of any deposits accepted by it, either before or after the commencement of this Act, or the interest payable thereon.

(2) *The Tribunal shall give notice of every application made to it under sub-section (1) to the Central Government, Registrar and to the Securities and Exchange Board, in the case of listed companies, and the creditors of the company and shall take into consideration the representations, if any, made to it by that Government, Registrar, the Securities and Exchange Board and the creditors within a period of three months from the date of receipt of the notice:*

Provided that where no representation has been received from the Central, Government, Registrar, the Securities and Exchange Board or the creditors within the said period, it shall be presumed that they have no objection to the reduction.

(3) *The Tribunal may, if it is satisfied that the debt or claim of every creditor of the company has been discharged or determined or has been secured or his consent is obtained, make an order confirming the reduction of share capital on such terms and conditions as it deems fit:*

Provided that no application for reduction of share capital shall be sanctioned by the Tribunal unless the accounting treatment, proposed by the company for such reduction is in conformity with the accounting standards specified in section 133 or any other provision of this Act and a certificate to that effect by the company's auditor has been filed with the Tribunal.

(4) *The order of confirmation of the reduction of share capital by the Tribunal under sub-section (3) shall be published by the company in such manner as the Tribunal may direct.*

In addition to the above, the applicable rules e.g. National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 Provides as under:

(1) *The Tribunal shall, within fifteen days of submission of the application under rule 2, give notice, or direct that notice be given to –*

(i) the Central Government, Registrar of Companies, in all cases, in Form No. RSC-2

(ii) the Securities and Exchange Board of India. in the case of listed companies in Form No. RSC-2:

(iii) the creditors ^{of} ~~of~~ the company, in all cases in Form No. RSC-3 seeking their representations and objections, if any.

(2) *The notice under clause (iii) of sub-rule (1) shall be sent, within seven days of the direction given under that sub-rule or such other period as may be directed by the Tribunal, to each creditor whose name is entered in the list*

of creditors submitted by the company about the presentation of the application and of the said list, stating the amount of the proposed reduction of share capital and the amount or estimated value or the debt or the contingent debt or claim or both for which such creditor's name is entered in the said list, and the time within which the creditor may send his representations and objections.

(3) The Tribunal shall along with directions under sub-rule (1) give directions for the notice to be published, in Form No. RSC-4 within seven days from the date on which the directions are given, in English language in a leading English newspaper and in a leading vernacular language newspaper, both having wide circulation in the State in which the registered office of the company is situated, or such newspapers as may be directed by the Tribunal and for uploading on the website of the company (if any) seeking objections from the creditors and intimating about the date or hearing.

(4) The notice under sub-rule (3) shall state the amount of the proposed reduction of share capital, and the places, where the aforesaid list of creditors may be inspected, and the time as fixed by the Tribunal within which creditors of the company may send their objections:

Provided that the objections, if any, shall be filed in the Tribunal within three months from the date of publication of the notice with a copy served on the company.

(5) The company or the person who was directed to issue notices and the publication in the newspaper under this rule shall, as soon as may be, but not later than seven days from the date of issue of such notices, file an affidavit in Form No. RSC- 5 confirming the despatch and publication of the notice.

By following the above stated procedure and having heard to the Petitioner Counsel, the present Company petition is admitted for hearing.

The Company Petitioner is directed to take necessary steps for issuance of notice to the Creditors, Central Government through RD/ROC and other Statutory/Regulatory Authority as per the Section and Rules made there under and also to effect paper publication in leading newspaper in English and in vernacular language newspaper having widely circulation in area/State in which the registered office of the Company is situated, so as to invite their response in respect of present Company petition seeking for proposal reduction in Share Capital.

Hence, the matter is adjourned to 13.04.2020.


(PRASANTA KUMAR MOHANTY)
MEMBER (TECHNICAL)


(HARIHAR PRAKASH SHATURVEDI)
MEMBER (JUDICIAL)

Dated this the 6th day of January, 2020.