

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

CP NO. 33 OF 2017

Under Section 66 of the Companies Act,
2013 and Sections 100 to 104 of the
Companies Act, 1956.

In the matter of Reduction of Share Capital of
KOLON INVESTMENTS PRIVATE LIMITED.

KOLON INVESTMENTS PRIVATE LIMITED ... Petitioner Company

Judgement/ order delivered on 23rd August, 2017

Coram:

Hon'ble Shri. B.S.V. Prakash Kumar, Member (J)

Hon'ble Shri. V. Nallasenapathy, Member (T)

For the Petitioner(s): Mr. Rajesh Shah with Mr. Ahmed M Chunawala

i/b M/s. Rajesh Shah & Co., Advocate for the Petitioner.

Per : V. Nallasenapathy, Member (T)

ORDER:

1. Heard the Learned Counsel for the Petitioner Company. No objector has come before the Tribunal to oppose the Petition and nor has any party controverted any averments made in the Petition.
2. The Counsel for the Petitioner Company submits that no representations have been received from the Central Government through Regional Director or the Registrar of Companies or the

Creditors within the said period, it is therefore presumed that they have no objection to the reduction of share capital.

3. The Counsel for the Petitioner Company submits that Articles of Association of the Company read along with Clause 46 of Table A in the First Schedule to the Companies Act, 2013 of the Articles of Association of the Company empowers the Petitioner Company to reduce its Share Capital from time to time.
4. The Counsel for the Petitioner Company submits that the proposed that the reduction in paid up equity share capital of the Company of Rs. 1,52,00,000 not by way of diminution in the par value per share but by way of cancellation of equity shares held by the equity shareholders as enlisted in Annexure 1 of the Petition and pursuant to receipt of their respective consents for cancellation of equity shares; against each shares cancelled by the Petitioner Company, it proposes to provide the respective shareholder(s) with debt receipts as per the terms provided in Annexure-2 of the Petition. Such capital reduction will be adjusted against profit & loss account and consequently, issued, subscribed and paid up capital of the company is hereby reduced from Rs.2,77,60,000 divided into 27,76,000 equity shares of Rs. 10 each fully paid to Rs. 1,25,60,000 divided into 12,56,000 equity shares of Rs. 10 each fully paid. The Board of Directors of the Company, at their meeting held on 4th July, 2016, have deemed it appropriate to reduce reduction in paid up equity share capital of the Company of Rs. 1,52,00,000 not by way of diminution in the par value per share but by way of cancellation of equity shares held by the equity shareholders as enlisted in Annexure 1, pursuant to receipt of their respective consents for cancellation of equity shares. Against each shares cancelled by the Company, it proposes to provide the respective shareholder(s) with debt receipts as per the terms provided in Annexure-2. Such capital reduction will

be adjusted against profit & loss account. Consequently, issued, subscribed and paid up capital of the company is hereby reduced from Rs.2,77,60,000 divided into 27,76,000 equity shares of Rs. 10 each fully paid to Rs. 1,25,60,000 divided into 12,56,000 equity shares of Rs. 10 each fully paid.

5. The Counsel for the Petitioner Company further submits that the Petitioner having passed a Special Resolution on 7th July, 2016 has approved reduction in paid up equity share capital of the Company of Rs. 1,52,00,000 not by way of diminution in the par value per share but by way of cancellation of equity shares held by the equity shareholders as enlisted in Annexure 1, pursuant to receipt of their respective consents for cancellation of equity shares. Against each shares cancelled by the Company, it proposes to provide the respective shareholder(s) with debt receipts as per the terms provided in Annexure-2. Such capital reduction will be adjusted against profit & loss account. Consequently, issued, subscribed and paid up capital of the company is hereby reduced from Rs.2,77,60,000 divided into 27,76,000 equity shares of Rs. 10 each fully paid to Rs. 1,25,60,000 divided into 12,56,000 equity shares of Rs. 10 each fully paid.
6. Counsel appearing on behalf of the Petitioner Company further submits that the Petitioner Company has complied with all statutory requirement as per the directions of the Tribunal and they have filed the necessary Affidavit in compliance in the Tribunal. Moreover, the Petitioner Company also undertakes to comply with statutory requirements, if any under the Companies Act, 2013 and the Rules made thereunder, as may be applicable.
7. Since the requisite statutory procedure has been fulfilled, the Company Petition is made absolute in terms of the prayer clause of the Petition.

8. All concerned regulatory authorities to act on certified copy of the order and the form of minutes forming part of the Petition, duly certified by the Deputy Director, National Company Law Tribunal. The Petitioner Company undertakes to file the same with the Registrar within 30 days from the date of the receipt of the order.
9. Petitioner to publish notices about registration of order and minutes of reduction by the concerned Registrar of Companies, Maharashtra, in two newspapers, namely 'Free Press Journal' in English and 'Navshakti' in Marathi, both having circulation in Mumbai, within 30 days of registration.

FORM OF MINUTE

The issued, subscribed and paid-up equity share capital of the Petitioner Company being Rs. 2,77,60,000/- which is in excess of the wants of the Company be and is hereby proportionately reduced to Rs. 1,25,60,000/- in such manner that the paid-up equity share capital consisting of 15,20,000 equity shares of Rs.10/- each of the Company be and is hereby reduced by providing debt receipt equivalent to 2% of face value of equity shares to be cancelled.

Sd/-

V. Nallasenapathy Member (T)

Sd/-

B.S.V. Prakash Kumar Member (J)