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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

CP NO. 145 OF 2017

IN THE MATTER OF SECTIONS 100
TO 104 OF THE COMPANIES ACT,
1956 READ WITH SECTION 52 OF
THE COMPANIES ACT, 2013
AND
IN THE MATTER OF REDUCTION OF
SHARE CAPITAL OF TRIGYN
TECHNOLOGIES LIMITED

Trigyn Technologies Limited, a company incorporated }
under the provisions of Companies Act, 1956 having its }
registered office at 27, SDF – I, SEEPZ-SEZ, Andheri (East), }
Mumbai 400096; CIN: L72200MH1986PLC039341 }

....Petitioner Company

Order delivered on 5th October , 2017

Coram:

Hon'ble **B.S.V. Prakash Kumar**, Member (J)
Hon'ble **V .Nallasenapathy**, Member (T)

For the Petitioner(s): Mr. Hemant Sethi i/b Hemant Sethi & Co. and Economic Laws
Practice for Petitioner
Mr. Mayuresh Nagle for Securities and Exchange Board of India (SEBI) .

Per: **V .Nallasenapathy, Member (T)**

Order confirming Reduction of Share Capital and Approving Minutes

1. Heard the learned counsel for the Petitioner Company. Counsel representing the Securities and Exchange Board of India had appeared. No objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petition .
2. The Counsel for the Petitioner submit that no representation 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. The Counsel representing Securities and Exchange Board of India states that SEBI has no objection to the proposed reduction.

3. The Counsel for the Petitioner submits that the Petition has been filed by the Petitioner Company for confirmation of Special Resolution passed by the Equity Shareholders at their Annual General Meeting held on 30th September 2016 to reduce the Securities Premium Account of the Petitioner Company amounting to Rs. 661,02,27,115 /-, and that such reduction be effected by writing off the accumulated losses in part amounting to Rs. 528,25,91,328/- to give true and fair view of books of accounts of the Petitioner Company.
4. The Counsel for the Petitioner Company submits that Article 57 of the Articles of Association of the Company empowers the Petitioner Company to reduce its share capital.
5. The Counsel for Petitioner further submits that the Petitioner Company has accumulated losses reflecting in the books of the Petitioner Company, from the previous years, primarily, due to diminution in value of investments made in the year 2000. As on March 31, 2016, as per the audited financial results of the Petitioner Company, the accumulated losses amounts to Rs. 528,25,91,328/- represented as 'Deficit in Statement of Profit & Loss' in the Reserves & Surplus Account. Further, the Petitioner Company also has balance in the Securities Premium Account amounting to Rs. 661,02,27,115/- as on March 31, 2016. Accordingly the Board of Directors of the Petitioner Company, in accordance with the provision of Section 100 to 104 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the applicable rules therein, proposes to write-off the Accumulated Losses amounting to Rs. 528,25,91,328/- reflecting in the book of the Petitioner Company, by reducing the amount standing to the credit of the Securities Premium Account from Rs. 661,02,27,115/- to Rs. 132,76,35,787/- as on March 31, 2016.
6. The Counsel for the Petitioner submits that once the resolution for the Scheme is confirmed by this Tribunal, the Petitioner Company will represent true financial

position which would benefit both shareholders as their holding will yield better results, value and also enable the Petitioner Company to explore opportunities to benefit of the shareholders of the Petitioner Company including in the form of dividend payment as per the applicable provisions of the Act and the proposed reduction does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of the Petitioner Company to meet its obligations/ commitments in the normal course of business.

7. Counsel appearing on behalf of the Petitioner Company further submits that the Petitioner has complied with all the statutory requirements as per the directions of the Tribunal and they have filed necessary Affidavit of compliance in the Tribunal. Moreover, the Petitioner Company also undertakes to comply with the statutory requirements, if any under the Companies Act, 2013 and the Rules made thereunder, and the statutory requirements by the Securities and Exchange Board of India, if any, as may be applicable.
8. Since the requisite statutory procedure has been fulfilled, the Company Petition is made absolute in terms of the prayer clauses (i) & (ii) of the Petition.
9. Petitioner to publish the notices about registration of order and minutes of reduction by the Concerned Registrar of Companies, Maharashtra in two newspapers namely i.e. 'Free Press Journal' in English language and translation thereof in 'Navshakti', in Marathi language both having circulation in Mumbai within 14 days of registration.
10. The minutes set forth hereto be and is hereby approved.
11. All concerned regulatory authorities to act on the 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.

Form of Minutes

The Securities Premium Account of the Company is henceforth Rs. 132,76,35,787 /- reduced from Rs. 661,02,27,115 /- as on 31 March 2016.

Sd/-

Sd/-

V. Nallasenapathy, Member (T)

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