

IN THE NATIONAL COMPANY LAW TRIBUNAL,
SINGLE BENCH, CHENNAI

CP/51/66(1)/CB/2017

Under Section 66(1) of the Companies Act, 2013

In the matter of

M/s. Joyalukkas Money Exchange Private Limited

Order delivered on 28th of November, 2017

CORAM

CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)

For Applicant(s) : Mr. Srikant Mohan

ORDER

Per : CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)

1. Heard the Counsel appearing for the Petitioner and perused the record placed on the case file.

2. Under consideration is an Application filed under Section 66 (1) of the Companies Act, 2013 for confirming the reduction of share capital which was filed before this Bench on 22.05.2017.

3. The Applicant Company has made prayers as follows:-

- a) That the reduction of capital resolved on by the special resolution set out in paragraph 8 above be confirmed;*
- b) That to this end all directions necessary and proper be made and given;*
- c) That the proposed minute be approved; and*
- d) That such further or other orders be made in the premises as to the Tribunal shall deem fit.*

4. It has been stated in the Application that the Applicant Company was incorporated and registered on 12.07.2011 under the provisions of the Companies Act, 1956, with the office of the Registrar of Companies, Kerala and Lakshadweep as a company limited by shares. The Registered Office of the Company is situated at Door No.9/590-03, Ground Floor Mall of Joy, Near Shakthan Stand, Thrissur, Kerala- 680 001.

The Company's Corporate Identity Number (CIN) is U74900KL2011PTC028860.

5. The main object of the company is to carry on the business of full-fledged money changers and authorised dealers of all foreign currencies and to buy, sell, and deal in foreign currencies of all kinds and types whether in forms of coins, bank notes, travellers cheques, or any other permitted instruments, to conduct transactions of all type and description in foreign currencies and to convert foreign currencies into Indian Rupees and *vice versa*.

6. The Authorised Capital of the company is Rs.3,00,00,000(Rupees Three Crore Only) divided into 30,00,000(Thirty Lakhs Only) equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.2,75,00,000/- (Rupees Two Crores Seventy Five Lakhs Only) consisting of 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only) equity

shares of Rs.10/- (Rupees Ten Only) and the company has only one class of shares.

7. It has been stated that the members of the Company in the EoGM held on 09.05.2017, has resolved to reduce its paid up share capital **from Rs.2,75,00,000/-** divided into 27,50,000 equity shares of Rs.10/- **to Rs.55,00,000/-** divided into 5,50,000 equity shares of Rs.10/- each. It is further resolved that on surrender and cancellation of 22,00,000 equity shares held by the existing shareholders proportionately, the cancelled share capital of Rs.2,20,00,000/- which is in excess of the wants of the company be paid off to the said Shareholders after writing off the accumulated loss of Rs.1,11,02,902.75p.

8. It has been stated in the Application that the Applicant Company does not have any creditors, whether secured or unsecured as on 11.05.2017. The certificate obtained from M/s. Arun and Anoop,


Chartered Accountants to that effect, is placed at annexure A2 of the typed set filed with the Petition.

9. It is averred in the Application that the Applicant Company never accepted any deposits and does not have any outstanding fixed deposits or any interest payable thereon. Besides the Applicant Company's declaration, the certificate obtained from Chartered Accountants, M/s. Arun and Anoop to this effect is placed at annexure A3 of the typed set filed with the Petition

10. It is further stated that the accounting treatment proposed by the Applicant Company for the reduction of the share capital is in conformity with the accounting standards specified in Section 133 or any other provisions of the Companies Act, 2013. A certificate issued by the Chartered Accountant M/s. Arun & Anoop to the effect is placed at annexure A4 of the Application. ✓


11. The minutes of the EoGM of the Applicant Company held on 09.05.2017 is placed in annexure A-6 of the Application.

12. This Bench vide its order dated 10.07.2017 directed the Registry to issue notice to ROC concerned and the Regional Director, Ministry of Corporate Affairs. The Applicant Company was also directed to issue paper publication in the newspaper one in English and another in vernacular language having wider circulation in the area where the registered office of the Applicant Company is situated.

13. The Applicant Company has filed the proof of paper publication both in English and vernacular containing the proposed reduction of share capital. However, no objection/representation has been received either from the ROC concerned or from the Regional Director, Ministry of Corporate Affairs. 

14. After hearing the Counsel for the Petitioner and perusal of the record placed on file, the Application is allowed for reduction of the share capital of the company, the order follows as under :-

ORDER

It is hereby ordered to confirm the reduction of share capital of Applicant Company by approving the minutes of the EoGM dated 09.05.2017, wherein the members of the Applicant Company resolved to reduce the share capital **from Rs.2,75,00,000/-** divided into 27,50,000 equity shares of Rs.10/- **to Rs.55,00,000/-** divided into 5,50,000 equity shares of Rs.10/- each, on and from the date on which the scheme will come into effect, by way of reduction and cancellation of 22,00,000/- equity share of Rs.10/- each aggregating Rs.2,20,00,000/-. On surrender and cancellation of 22,00,000 equity shares held by the existing shareholders proportionately, the cancelled share capital of Rs.2,20,00,000/- which is in excess of the wants of the Applicant Company be paid off to the said 

Shareholders after writing off the accumulated loss of Rs.1,11,02,902.75p.

15. In terms of the above, the necessary alteration shall be made in the Memorandum of Association by reducing the amount of share capital and of its shares accordingly by the Applicant Company. The copy of the altered Memorandum of Association and minute approved along with the Order shall be delivered to the ROC by filing E-form INC-28, within thirty days of the receipt of copy of the Order. Accordingly, the Registry shall prepare an Order in FORM No.RSC-6 as per the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and issue to the Applicant.

PAM


(CH. MOHD. SHARIEF TARIQ)
MEMBER (JUDICIAL)