IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 346 OF 2015

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 322 OF 2015

In the matter of Companies Act, 1956;

And

In the matter of Sections 100 to 104 of the Companies Act, 1956

And

In the matter of Reduction of Share Capital of PANDAV Electricals Private Limited

PANDAV Electricals Private Limited,)
a company incorporated under the)
provisions of Companies Act, 1956,)
having its registered office at W-3,)
Next to CEAT Tyres, M.I.D.C, Satpur,)
Nashik – 422 007.)
CIN: U31909MH2006PTC164561) ... Petitioner Company

<u>Called For Hearing</u>

Mr. Sagar R. Madan i/b. Khare Legal Chambers, Advocate for the Petitioner Company.

Mrs. S.V.Bharucha i/b. A. A. Ansari for Regional Director

Coram: S.C.Gupte, J.

Date: - 3rd July 2015

PC:-

1. Heard Counsel for the Petitioner. No objector has come before the Court to oppose the Proposed Reduction of the Share Capital of the Petitioner Company nor any Party has controverted any averments made in the Petition.

2. The Sanction of the Court has been sought for confirmation for the reduction of share capital of PANDAV ELECTRICALS PRIVATE LIMITED, the Petitioner Company, under Sections 100 to 104 of the Companies Act, 1956, as approved in the Special Resolution passed by its Equity Shareholders which is held on 30th December, 2014 which is annexed as **Exhibit 'G'** to the Petition.

3. The Learned Counsel for the Petitioner submits as per Article 4C of the Articles of Association, the Petitioner Company is authorized to reduce its paid up share capital having passed a special resolution at the Extra

Ordinary General Meeting of the Equity Shareholders of the Petitioner Company which was held on 30th December, 2014. The same is annexed as **Exhibit G** to the Petition, for proposing to reduce reducing the existing issued, subscribed & paid up Equity Share Capital for the Company from Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) comprising of 1,50,000 equity shares of Rs.100/- each to 1,50,000 Equity Shares of Rs.1/- each by way of proportionate cancellation and repayment of amount of capital for 1,50,000 Equity Shares @ Rs.99/- (Rupees Ninety Nine) per share to the shareholders, by applying aggregating to Rs. 1,48,50,000/- (Rupees One Crore Forty Eight Lakhs Fifty Thousand Only) for 1,50,000 Equity Shares at Rs. 99/- per share and in order to give effect to the said reduction of issued, subscribed & paid up Share Capital and for repayment of money to the shareholders Rs. 1,48,50,000/- (Rupees One Crore Forty Eight Lakhs Fifty Thousand Only) the Company shall use/ sale the non-current investment and amount lying to the credit of Bank Account and cash on hand and the same be utilized AND in view of averment made in paragraph 27 of Petition inter alia stating that there is one Secured Creditor of the Petitioner Company who has given consent to the proposed reduction and that there are Unsecured Creditors of the Petitioner Company and all Unsecured Creditors of the Petitioner Company have given their consent to the proposed reduction AND in view of the averment made in paragraph 31 A of Petition inter alia stating that the two Unsecured Creditors namely M/s S V Consultancy Services and M/s Suprik Engineers Private Limited having claim of nominal nature and the Petitioner Company undertakes to pay the said Unsecured Creditors in the course of the business. Hence the rights of the Unsecured Creditors are not affected by the proposed reduction. In view thereof, the procedure prescribed under Section 101(2) of the Companies Act, 1956 was dispensed with vide order dated 24th April, 2015 passed in Company Summons for Direction No. 322 of 2015.

4. Learned Counsel for the Petitioner states that the reasons for reduction of Share Capital have been stated in the paragraph 17 of the Petition.

5. Learned Counsel appearing on behalf of the Petitioner states that they have complied with all the statutory requirements as per the directions of this Court and they have filed necessary affidavit of compliance in the Court.

6. Since the requisite statutory procedure has been fulfilled, the Petition is made absolute in terms of prayer clauses (a) and (b).

7. Petitioner is directed to file/lodge a copy of this order alongwith a copy of the Form of Minutes with the concerned Registrar of Companies, electronically, along with E-Form INC-28 in addition to physical copy as

per the relevant provisions of the Companies Act 1956/2013 as and where applicable.

8. Filing and issuance of the drawn up order is dispensed with.

9. The Petitioner Company to publish a notice of registration of the order and form of minutes of reduction of capital by concerned Registrar of Companies once each in the same newspaper viz. “Lokmat Times”, in English language and a translation thereof in “Lokmat”, in Marathi language, both having circulation in Nashik within 14 days of registration.

10. All the concerned regulatory authorities to act on a copy of this order and the form of minutes annexed as Exhibit I to the Company Scheme Petition duly authenticated by the Company Registrar (O.S) High Court, Bombay.

(S.C.Gupte., J)