IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 573 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956) (or re-enactment thereof upon effectiveness of Companies Act, 2013);

And

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

And

In the matter of Reduction of Equity Share Capital of PIL Industries Limited

PIL INDUSTRIES LIMITED [CIN:U99999MH1987PLC044078] a company incorporated under the Companies Act, 1956 having its registered office at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060.) …. Applicant Company

Called Summons for Direction for hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b Hemant Sethi & Co. Advocates for Applicant

CORAM: S.C. GUPTE, J

DATE: 17th July 2015

MINUTES OF THE ORDER

UPON the Application of above named Company by a Summons for Directions dated 18th day of June 2015 AND UPON HEARING Mr. Hemant Sethi, i/b Hemant

Sethi & Co. Advocates for the Applicant Company AND UPON reading the Affidavit dated 18th day of June 2015 of Mr. Ashish Roongta, Authorised Signatory of the Applicant Company AND Article 12 of the Articles of Association of the Applicant Company empowers the Applicant Company to reduce its Share Capital , any Capital Redemption Reserve Fund or any Share Premium Account, in any manner by special resolution and with, and subject to any incident authorized and consent required by law AND Applicant Company having passed Special Resolution with requisite majority at its Extraordinary General Meeting of Equity Shareholders held on 16th day of June, 2015 being **Exhibit – F2** to the Affidavit in Support of Company Summons for Direction, the Company's issued equity share capital of Rs. 8,35,87,250/- consisting of 83,58,725 equity shares of Rs. 10/- each) and paid up equity share capital of Rs. 8,21,81,450 (consisting of 82,18,145 equity shares of Rs. 10/- each, subscribed and fully paid up) be reduced to Rs. 7,97,02,630 (consisting of 79,70,263 issued, subscribed and fully paid-up equity shares of Rs. 10/- each), and that such reduction be effected by cancelling and extinguishing 3,88,462 issued equity shares and 2,47,882 issued, subscribed and fully paid-up equity shares which are held by Non-Promoter Shareholders by returning a sum of Rs. 327/- (Rupees Three hundred and twenty seven only) per equity share for the extinguishment of the equity shares held by them, inclusive of a premium of Rs. 317/- (Rupees Three hundred and seventeen only) over the face value per equity share of Rs. 10/- each, and the Non-Promoter Shareholders who are entitled to such distribution shall be those whose names appear in the register of members of the Company on the Record Date as may be determined by the Board for this purpose AND in view of the averments made in paragraph 14 to 16 of the Affidavit in Support of Company Summons for Direction, inter-alia stating that the consent of approximately 81% in value and 74% in number of the Creditors of the Applicant Company having been received to the proposed reduction of Share Capital and which are annexed as **Exhibit H1 to H20** to the Affidavit in Support of Company Summons for Direction and that the proposed reduction would not in any manner adversely affect or prejudice the interest of other equity shareholders or creditors at large and as far as the rights of the creditors are concerned, no compromise / arrangement is proposed with rights of any of the creditors. Further, the existing security provided to the creditors shall continue to be in force and such creditors shall be paid in the normal course of business and the reduction shall not adversely affect them. As far as the rights of creditors are concerned, no compromise / arrangement is proposed with rights of any of the creditors and they shall be paid in the normal course of business and the reduction shall not adversely affect them. The Applicant Company has sufficient assets, even after the reduction of Equity shares to discharge the liabilities as and when they are due. In view of above, the procedure prescribed under Section 101(2) of the Companies Act is dispensed with.

(S.C GUPTE, J)