IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 212 OF 2015

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 244 OF 2015

M/s. Emsal Services and Agencies Pvt Limited ...Petitioner Company

In the matter of the Companies Act, 1956 (1 of 1956);

AND

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

AND

In the matter of Reduction of Capital of M/s. EMSAL SERVICES AND AGENCIES PRIVATE LIMITED

Called for Hearing

Mr. Jamshed Ansari, Advocates for the petitioner

CORAM: S.J. Kathawalla J.

Date : 30th April, 2015

P.C.:

1. Heard the learned counsel for the petitioner. No objection has come before the court to oppose the reduction of paid up equity share capital of the company and nor any party has contravened any averments made in the petition.

2. The sanction of the court has been sought for the reduction of paid up equity share capital of Emsal Services and Agencies Private limited, the petitioner company under section 100 to 104 of the companies Act 1956.

3. The counsel for the petitioner submits that the company is practically doing no business for the last ten years. The company intends to pay off the shareholders by capital reduction procedure and subsequently the company is desirous of closing business operation, hence the need for capital reduction.

4. The learned counsel for the petitioner submits that company having adopted table "A" of schedule I of the companies Act, 1956 in Article of Association of the company which empowers the petitioner company to reduce its share capital in any manner by passing

special resolution and the said resolution has passed with requisite majority at its extraordinary general meeting held on 24th June, 2014, approving the reduction of existing paid up equity share capital of the company is hereby reduced from existing paid up equity share capital of the company from Rs. 8,00,000/- (Rupees Eight Lakhs only) divided into 8000/- (Eight Thousand) equity shares of Rs. 100/- (Rupees Hundred only) each fully paid up to Rs. 7,82,720/- (Rupees Seven Lakh Eighty Two Thousand Seven Hundred Twenty only) divided into 8000 (Eight Thousand) equity shares of Rs. 97.84/- (Ninety Seven Rupees and Eighty Four paisa only) each fully paid up and further resolved that such reduction is effected by returning capital to equity shareholders at Rs. 3265.57/- (Rupees Three Thousand Two Hundred and Sixty Five paisa only(decimal to be round off) per share which in aggregating to Rs. 2,61,24,560/- (Rupees Two Crore Sixty One Lakh Twenty Four Thousand Five Hundred Sixty only) the shareholder who are entitled to such distribution shall be those whose name appear in the register of member of the company on record date to be fixed by the Board of Director in that behalf and in view of the averments made in paragraph 13, 15, 16 and 23a of the company scheme petition, *inter-alia* stating therein that the reduction of equity shares of the petitioner company involves payment to the holders of equity shares as embodied in the said special resolution, it will not in any manner adversely affect or prejudice the interest of its equity shareholders or creditors at large and as on 31st March, 2014 the petitioner company has no secured creditors, further the petitioner company has no unsecured creditors as on 31st March, 2014 except for the sum of Rs. 44,944/- to whom amounts are payable. The petitioner company has sufficient assets, even after the reduction of equity shares to discharge the liabilities as and when they are due. The said sum of Rs. 44,944/- is towards professional fees will be paid in due course of business and the petitioner company has no diminution of liabilities in respect of unpaid share capital of the company. In view thereof, the procedure prescribed under Section 101(2) of Company Act, 1956 was dispensed with vide order dated 27th March, 2015 passed in company summons for direction no. 244 of 2015.

5. Counsel appearing on behalf of the petitioner company states that the petitioner has complied with all the statutory requirement as per the directions of this court and they have filed necessary affidavit of compliance in the court. Moreover, petitioner company also undertakes to comply with statutory requirement, if any, as required under the companies Act, 1956 and/or companies Act, 2013 and the rules made thereunder , as may be applicable. The said undertaking is accepted.

6. All concerned regulatory authorities to act on ordinary copy of order and the form of minutes annexed as **'Exhibit-H** to the petition, duly authenticated by the company registrar, High Court, Bombay.

7. The petitioner company is directed to file a copy of this order along with copy of the form of minutes with the concerned registrar of the companies as per relevant provision of the Act.

8. That the notice of registration by the registrar of Companies of this order and of the said minute shall be published once in the two local newspaper viz. 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language both having circulation in Mumbai within 14 days of the registration of this order and of the said form minutes with the Registrar of Companies.

9. Filing and issue of drawn up order is dispensed with.

10. Since the requisite statutory procedure has been fulfilled, the company scheme petition is made absolute in terms of prayer clauses (a) and (b)

(S.J. KATHAWALLA, J)