IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.204 OF 2015

IN THE MATTER OF the Companies Act, 1956;

AND

IN THE MATTER of Application under sections 100 to 104 of the Companies Act, 1956 or any re enactment thereof;

AND

IN THE MATTER OF THE REDUCTION OF SHARE CAPITAL OF G.V. FILMS LIMITED

G.V. FILMS LIMITED, a Company incorporated under the Companies Act (I), 1956 having its registered office at No. 001, Damani Building, next to Dilkush School, Opp. Hotel Ramada Palm Grove, Juhu Tara Road, Juhu Mumbai - 400 049.) ...Applicant Company.

<u>Called Summons for Direction for hearing.</u>

Mr. Shyam Mehta i/b Sharon Pinto, Advocate for the Applicant

Coram: S. J. Kathawalla, J.

Date: 13th March, 2015

MINUTES OF THE ORDER

UPON THE APPLICATION OF the above named Applicant Company by the Company Summons for Directions dated 09th day of October, 2014 AND UPON HEARING Mr. Shyam Mehta i/b Sharon Pinto, Advocates for the Applicant Company AND UPON READING the affidavit of Mr. M. V. Balagiri, Director, of the Applicant Company, dated 09th day of October, 2014, in support of Company Summons for directions and Article 16 of the Articles of Association of the Applicant Company empowers the Applicant Company to reduce its share capital and Applicant Company having passed Special Resolution in its Annual General Meeting of its Equity Shareholders held on 30th September, 2014 being Exhibit 'G' to the Company Summons for Direction resolving that the issued and paid-up equity share capital of the Company be reduced from Rs. 3,68,62,78,330/- divided in to 36,86,27,833 equity shares of Rs.10/- each fully paid up to Rs. 36,86,27,833/- divided into 36,86,27,833 equity shares of Rs.1/- each fully paid up by adjusting against the accumulated losses of the Company AND in view of the averment made in Paragraph 16, 16A, 17, 18 and 19 of the said affidavit in support of Company Summons For Direction inter alia stating that the Applicant company is not pressing to sanction the proposed scheme of reduction of share capital being Exhibit 'C' to the Company Summons For Direction and which is mentioned in Special Resolution dated 30th September, 2014 and the reduction of share capital account does not involve either the diminution of any liability in respect of unpaid capital or payment to any shareholder of any paid up capital. There are no secured creditors of the Applicant Company and so far the Unsecured Creditors of the Applicant Company are concerned, they are not affected by the proposed reduction of share capital account as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors and also there is no reduction in the security which the creditors may have in the Applicant Company. Further the proposed adjustment would not in any way adversely affect the ordinary operations of the Applicant Company. However, some of the Unsecured Creditors of the Applicant Company have given their consent to the proposed reduction of Share Capital of Applicant Company and true copy of the consent of the said unsecured creditors are annexed as Exhibits H-1 to H-9 to the Affidavit in Support of Company Summons for Direction and the Original consent letters are annexed to the further affidavit in support of the Company Scheme Petition being Exhibit 'R-1' to 'R-8'. In view of the above, the procedure prescribed under Section 101(2) of the Companies Act, 1956 is dispensed with.

(S. J. Kathawalla, J.)