IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 808 OF 2014

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 872 OF 2014

In the matter of the Companies Act 1 of 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 PLANTER'S POLYSACKS LIMITED

PLANTER'S POLYSACKS LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at Office No. 1401, Real Tech Park, Plot No. 39/2, Sector No. 30A, Vashi, Navi Mumbai - 400703))))

)...Petitioner Company.

Called For Hearing

Mr. Rajesh Shah with i/b M/s. Rajesh Shah & Co., Advocate for the Petitioner.

CORAM: S. J. Kathawalla, J.

DATE: 9^{th} January, 2015.

1. Heard counsel for the Petitioner. No objector has come before the Court to oppose the proposed Reduction in the Petitioner Company and nor any party has controverted any averments made in the Petition.

2. The sanction of the Court has been sought for the Reduction of Share Capital of PLANTER'S POLYSACKS 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 at the Extra Ordinary General Meeting held on 30^{th} day of September, 2014.

3. Learned Counsel for the Petitioner states that as in paragraph 6 of the Petition due to business Loss and inadequate working capital facilities, The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed Reduction would enable the company to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business and thereby increase its net worth to enhance the stakeholders' value.

4. Learned Counsel for the Petitioner submits that under Article 48 of the Articles of Association of the Petitioner Company authorizes the Company to reduce its share capital vide a Special Resolution in its Extraordinary General Meeting of its Equity Shareholders held on 30th day of September, 2014 being Exhibit 'F' to the Company Scheme Petition, approving the reduction of the Share Capital of the Company being Rs.1,40,00,000 (Rupees One Crore Forty Lakhs only) divided into 14,00,000 (Fourteen Lakhs) equity shares of Rs.10/- each fully paid to Rs.14,00,000/- (Rupees Fourteen Lakhs only) divided into 1,40,000 (One Lakh Forty Thousand) equity shares of Rs. 10/- each fully paid up which has been lost and is unrepresented by the available assets and to effect such reduction by setting off against its Accumulated Losses in the profit and loss account of the Company AND that there are no secured creditors of the Petitioner Company and the Unsecured Creditors of the Petitioner Company had given their consent in writing agreeing to the reduction of Share Capital of Petitioner Company. In view thereof the procedure prescribed under Section 101(2) of the Companies Act, 1956 was dispensed with. vide order dated 28/11/2014. Passed in Company Summons For Direction No 844 of 2014 .

5. 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. Moreover, Petitioner Company undertakes to comply with statutory requirements, if any,

as required under the Companies Act, 1956/ 2013 and the Rules made thereunder whichever is applicable. The Undertaking given by the Petitioner Company is accepted.

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 a copy of this order alongwith a copy of the Form of Minutes with the concerned Registrar of Companies, electronically, along with INC-28 in addition to physical copy as per the relevant provisions of the Act.

8. All concerned regulatory authorities to act on a copy of this order and the Form of Minutes annexed as Exhibit- 'G' to the Petition, duly authenticated by the Company Registrar, High Court, Bombay.

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

10. Petitioner to publish notice of registration of the Order and minute of reduction with the concerned Registrar of Companies in the two local newspapers viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language, both having circulation in Mumbai, about registration of the Order and minutes of reduction with the concerned Registrar of Companies.

(S. J. Kathawalla, J.)