IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 451 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 580 OF 2016

In the matter of Companies Act 1 of 1956;

AND

In the matter of Sections 100 to 105 of the Companies Act, 1956;

AND

In the matter of Reduction of Capital of Andhra Pradesh Expressway Limited.

Andhra Pradesh Expressway Limited, a company incorporated under the Indian Companies Act, 1956 and having its registered office at The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra Kurla Complex, Mumbai – 400 051.))))) …… Petitioner Company.

Called For Hearing

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

CORAM: A. K. Menon, J.

DATE: 6th October, 2016

PC:

1. Heard counsel for the Petitioner. The sanction of the Court has been sought for the Reduction of Share Capital of Andhra Pradesh Expressway Limited, the Petitioner Company, under Sections 100 to 105 of the Companies Act, 1956, as approved in the Special Resolution passed by its

Equity Shareholders at the Extra Ordinary General Meeting held on 23rd day of August, 2016.

2. Learned Counsel for the Petitioner submits that Article 15 of the Articles of Association of the Petitioner Company authorizes the Company to reduce its share capital and a Special Resolution in its Extraordinary General Meeting of its Equity Shareholders held on 23rd day of August, 2016 approving the Reduction of 1% Non-convertible Non-cumulative Redeemable Preference Share Capital of Rs. 2,200,000,000 (Rupees Two Hundred and Twenty Crores Only) consisting 220,000,000 1% Non-convertible Non-cumulative Redeemable Preference Shares of Rs. 10(Rupees Ten only) each by cancelling the entire 1% Non-convertible Non-cumulative Redeemable Preference Capital and transferring amount equivalent to the Redeemable Preference Share Capital of Rs. 1,37,00,00,000/- consisting of 13,70,00,000 1% Non-convertible Non-cumulative Redeemable Preference Shares of Rs. 10/- each be converted into 0.0001% interest bearing unsecured loan of Rs. 1,37,00,00,000/-, which will be reflected on the liability side of the statement of assets and liabilities and remaining amount equivalent to the Redeemable Preference Share Capital of Rs. 83,00,00,000/- comprising of 8,30,00,000 1% Non-convertible Non-cumulative Redeemable Preference Share of Rs.10/- each shall stand cancelled and such cancelled amount of preference capital be credited to the Capital Reserve Account in view of the averments made in Petition dated 24th May, 2016 and further affidavit dated 7th September, 2016, inter alia, stating therein that the Reduction in Capital do not involve any immediate

financial outlay/outgo on the part of the Petitioner Company and is only in the nature of a book entry. It is also stated that, such Reduction will also not cause any prejudice to the Creditors of the Petitioner Company and that the reduction of Capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital nor is any call being waived. The procedure prescribed under Section 101(2) of the Companies Act, 1956 was dispensed by an order dated 8th July, 2016 passed by this Court in Company Summons for Direction No. 580 of 2016.

3. The reasons for reduction of Share Capital are stated in paragraph 9 of the averments made in Petition dated 24th May, 2016 and further Affidavit dated 7th September, 2016.

4. 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 that 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 and the Rules made thereunder. The Undertaking is accepted.

5. None of the parties concerned have come forward to oppose the proposed reduction of Share Capital. Since the requisite statutory procedure has been fulfilled, the Petition is made absolute in terms of prayer clauses (a) and (b).

6. 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 E-Form GNL - 2, in addition to physical copy, as per the relevant provisions of the Act.

7. All concerned parties to act on a copy of this order and the Form of Minutes annexed to further affidavit dated 7th September, 2016 duly authenticated by the Company Registrar, High Court, Bombay.

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

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

(A. K. Menon, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by : Shankar Gawde, Stenographer.