IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.630 OF 2016

In the matter of the Companies Act, 1956

AND

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

AND

In the matter of the Reduction of Share Capital of Alfa Laval (India) Limited

Alfa Laval (India) Limited, a company incorporated under Indian Companies Act, VII of 1913 and an existing company under the Companies Act, 2013 and having its Registered office at Mumbai Pune Road, Dapodi, Pune - 411012, Maharashtra, India.	)	….. Applicant Company

Called Summons for Direction for hearing

Mr. Virag Tulzapurkar, Senior Counsel, Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicant.

Coram: B. P. Colabawalla, J

Date: 22^{nd} July, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by Hemant Sethi &

Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 27th day of June, 2016 of Mr. V. Chandrasekhar, Company Secretary of the Applicant Company, in support of Summons for Directions AND Article 9 of the Articles of Association of the Applicant Company provides that the Applicant Company may (subject to the provisions of Sections 78, 80, 100 to 105 of the Companies Act, 1956) from time to time by special resolution reduce its share capital, any capital redemption reserve account or share premium account in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise AND the Applicant Company having passed Special Resolution with requisite majority at its Annual General Meeting held on 24th June, 2016, being Exhibit –H to the Affidavit in Support of the Company Summons for Directions, approving the reduction of the issued, subscribed and paid-up equity share capital of the Applicant Company from Rs. 181,605,670 (Rupees One Hundred Eighty One Million Six Hundred Five Thousand Six Hundred Seventy only) comprising 18,160,567 (eighteen million one hundred sixty thousand five hundred sixty seven) fully paid up equity shares of Rs. 10 (Rupees Ten only) each to Rs. 178,327,180 (Rupees One Hundred Seventy Eight Million Three Hundred Twenty Seven Thousand One Hundred Eighty only), comprising of 17,832,718 (seventeen million eight hundred thirty two thousand seven hundred eighteen) fully paid up equity shares of Rs. 10 (Rupees Ten only), each and that such reduction be effected by cancelling and extinguishing 327,849 (three hundred twenty seven thousand eight hundred forty nine) issued, subscribed and fully paid up equity shares of Rs. 10 (Rupees Ten only) which are held by the residual non-promoter shareholders of the Company ("Non Promoter Shares") AND in view of the averments made in paragraphs twenty six to twenty nine of the

Affidavit in Support of the Company Summons for Directions, inter-alia stating therein that the Applicant Company does not have any secured creditors and that the unsecured creditors of the Applicant Company will in no way be affected by the said reduction of the share capital of the Applicant Company as there is no reduction in the amount payable to any of the unsecured creditors, and the proposed reduction would not in any way adversely affect the interests of any of the Applicant Company's unsecured creditors or the ordinary operations of the Applicant Company or the ability of the Applicant Company to honor its debts in the ordinary course of business, In view of the above the procedure prescribed under Section 101(2) of the Companies Act, 1956 is dispensed with.

(B. P. Colabawalla, J.)

CERTIFICATE

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

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