

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
 ORDINARY ORIGINAL CIVIL JURISDICTION
 COMPANY SCHEME PETITION NO 474 OF 2016
 CONNECTED WITH
 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.)Petitioner Company

Called For Hearing

Mr. Hemant Sethi i/b Hemant Sethi & Co, Advocates for the Petitioner.

CORAM: B.P. Colabawalla, J

DATE: 5thAugust 2016

1. Heard counsel for the Petitioner. No objector has come before the court to oppose the Reduction and nor any party have controverted any averments made in the Petition.
2. The Counsel for the Petitioner submits that Article 9 of the Articles of Association of the Petitioner Company provides that the Petitioner

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.

3. The Counsel for the Petitioner submits that the Petitioner Company has passed a Special Resolution with requisite majority at its 78th Annual General Meeting held on 24th June, 2016 approving the reduction of issued, subscribed and paid-up equity share capital of the Petitioner 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").
4. Counsel appearing on behalf of the Petitioner states that the Petitioner Company has 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. 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) to (c).
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 INC-28 as per the relevant provisions of the Act.
7. All concerned regulatory authorities to act on a copy of this order and the Form of Minutes annexed as Exhibit- 'J' to the Petition, duly authenticated by the Company Registrar, High Court, Bombay.
8. The Petitioner to publish notices of registration of the Order and form of minutes of reduction of capital with the concerned Registrar of Companies, one each in the two local newspapers viz. "Indian Express", in English language and translation thereof in "Loksatta", in Marathi language, both having circulation in Pune. Publication in Maharashtra government Gazette is dispensed with.

(B.P Colabawalla, J.)

CERTIFICATE

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

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