IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 754 OF 2016
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTIONS NO 834 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) (or re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of 100 to 104 of the Companies Act, 1956; read with Section 52 of the Companies Act, 2013

AND

In the matter of Reduction of Equity Share Capital of Shapoorji Pallonji Forbes Shipping Limited

SHAPOORJI PALLONJI FORBES SHIPPING LIMITED, a company incorporated under the Companies Act, 1956 and having its registered address at Forbes building, Charanjit Rai Marg, Fort, Mumbai – 400 001)……Petitioner Company

<u>Called for Hearing</u>

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

CORAM: S.C. Gupte, J
DATE: 2ND December, 2016

1. Heard the learned counsel for the Petitioner. No objector has come before the court to oppose the Reduction of Equity Share Capital and nor any party has contravened any averments made in the Petition.

2. The Counsel for the Petitioner submits that by Order dated 27th October, 2016 passed in Company Summons for Direction No 834 of 2016, the procedure prescribed under Section 101(2) of the Companies Act was dispensed with.

3. The learned Counsel for the Petitioner submit that clause 26 in Articles of Association of the Petitioner Company empowers the Petitioner Company to reduce its share capital in any manner by passing Special Resolution.

4. The learned Counsel for the Petitioner states that the Petitioner Company have passed Special Resolution with requisite majority at its Extra Ordinary General Meeting of the Equity Shareholders held on 22nd August, 2016, to reduce upto a maximum of 7,80,00,000 (Seven Crores and Eighty Lakhs) Equity Shares of Rs. 10 each out of the existing paid up equity share capital of the Company of Rs. 1,60,00,00,000 (One Hundred Sixty Crores) divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs. 10 each fully paid up, and that such reduction is effected by returning capital to the Equity shareholders upto an aggregate amount not exceeding INR 74,00,000/- (Indian Rupees Seventy Four Lakhs only) for equity shares so cancelled and extinguished (fractional shares to be ignored in the computation of proportional number of shares to be reduced for all shareholders, if any) and the shareholders who are entitled to such distribution shall be those whose names appear in the register of members of the Company on the date on which the said reduction is

made effective. The Special Resolution passed by Equity Shareholders are annexed as Exhibit – G.

5. The learned Counsel for the Petitioner states that the Petitioner Company have also passed Special Resolution with requisite majority at its Extra Ordinary General Meeting of the Preference Shareholders held on 22nd August, 2016, to reduce upto a maximum of 7,80,00,000 (Seven Crores and Eighty Lakhs) Equity Shares of Rs. 10 each out of the existing paid up equity share capital of the Company of Rs. 1,60,00,00,000 (One Hundred Sixty Crores) divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs. 10 each fully paid up, and that such reduction is effected by returning capital to the Equity shareholders upto an aggregate amount not exceeding INR 74,00,000/- (Indian Rupees Seventy Four Lakhs only) for equity shares so cancelled and extinguished (fractional shares to be ignored in the computation of proportional number of shares to be reduced for all shareholders, if any) and the shareholders who are entitled to such distribution shall be those whose names appear in the register of members of the Company on the date on which the said reduction is made effective. The Special Resolution passed by Preference Shareholders are annexed as Exhibit – H.

6. Counsel appearing on behalf of the Petitioner Company states that the Petitioner has complied with all the statutory requirements as per the directions of this Court and they have filled necessary affidavit of

compliance in the Court. Moreover, Petitioner Company also undertakes to comply with statutory requirements, if any, as required under the Companies Act, 1956 and the Rules made thereunder.

7. No objector has come forward to oppose the proposed reduction. Since the requisite statutory procedure has been fulfilled, the Company Scheme Petition is made absolute in terms of prayer clauses (a) to (c).

8. Filing and issue of drawn up order is dispensed with.

9. All concerned parties to act on ordinary copy of order and the form of minutes annexed as Exhibit – 'O' to the Petition, duly authenticated by the Company Registrar, High Court, Bombay.

10. Petitioner to publish notices in the same newspapers i.e., 'Free Press Journal' in English language and 'Navshakti' in Marathi language, both having circulation in Mumbai. Publication in the Maharashtra Government Gazette is dispensed with.

(S. C. Gupte, J)

CERTIFICATE

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

Uploaded by: Shankar Gawde, Stenographer