(2024) 01 NCLT CK 0009

In the National Company Law Tribunal

Case No : C.P. 357 Of 2018

Miranda Bi Metal Tools Private Limited Vs

Date of Decision : 03-01-2024

Acts Referred:
Companies Act 2013 — Section 66

Citation : (2024) 01 NCLT CK 0009

Hon'ble Judges : V.G. Bisht, Member (J);Prabhat Kumar, Member (T)

Bench : Division Bench

Advocate : Dhrumil Shah, Tushar Wagh

Final Decision : Disposed Of

Judgement

1. Heard Ld. Authorized Representative for the Petitioner Company. No objector has come forward before the Hon'ble Tribunal to oppose the Petitioner Company nor has any party Controverted any averments made in the Petitioner Company.

2. Article 12 of the Articles Association of the Petitioner Company empowers to reduce its Share Capital in any manner for time being authorized by law.

3. The Special Resolution as approved by the equity shareholders for the Reduction of Equity Share Capital in their Extraordinary General Meeting held on 20th December, 2017 is confirmed and the petition is made absolute in terms of the prayer clause No. 27 of the Petition.

4. In view of the accumulated losses that the company's balance sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company on 20th December, 2017 have deemed it appropriate to reduce its existing share capital to the extent of lost and unrepresented by available assets from the Paid-Up Equity Share Capital of the Company from 6,72,27,490 (Six Crores Seventy Two Lakhs Twenty Seven Thousand Four Hundred Ninety only) divided into 67,22,749/- (Sixty Seven Lakhs Twenty Two Thousand Seven Hundred Forty Nine only) fully paid up Equity Shares of Rs. 10 (Rupees Ten Only) each, held by PMP Auto Components Private Limited, Harshvardhan A. Piramal, Ultra Nova SAS to Rs. 1,57,360 (One Lakh Fifty-Seven

Thousand Three Hundred Sixty Only) divided in to 15,736 (Fifteen Thousand Seven Hundred Thirty-Six) fully paid up equity shares of Rs. 10/- each.

5. The Regional Director has filed his Report dated 9th April, 2019 making certain observations and the Petitioner Companies have undertaken/made following submission that :

i. The approval of the Company Petition by this Court may not deter the Income Tax Authority to scrutinize the tax return filed by the Company after giving effect to the proposed reduction;

ii. The interest of the creditors and all stakeholders and Government Revenue are protected as well as statutory dues would be paid off in the ordinary course of business and there was no creditors and no objections have been raised by any person within the time prescribed under the law;

6. Mr. Tushar Wagh, Deputy Director, Office of Regional Director (WR), Mumbai appeared on the date of hearing and submits that the explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.

7. From the material on record, the Petition for reduction appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, 271/2022 is made absolute in terms of the prayer clauses thereof. The Petition is hereby allowed.

8. It is clarified that the indirect transfer of beneficial interest in the Applicant Company by PMP Auto Components Private Limited, Harshvardhan A. Piramal, Ultra Nova SAS, through cancellation of their shareholding in the Company by writing off the loss, to the remaining shareholders shall be subject to examination of income tax authorities to ascertain incidence of any tax in the hands of remaining shareholders arising from such scheme of reduction and the approval of the scheme by this Tribunal shall not be construed as a ground to escape from incidence of any tax, if any, otherwise arising from such scheme of reduction.

9. The Petitioner Company undertakes to file the certified copy of the order and form of minutes duly certified by the Deputy Registrar / Assistant Registrar of this Tribunal with the Registrar of Companies within 30 days from the date of receipt of the certified Order from the Registry of this Tribunal.

10. The Petitioner Company to publish notices about registration of order and minutes by the concerned Registrar of Companies, Mumbai, Maharashtra in two newspapers namely “Business Standard” in English language and translation thereof in “Navshakti” in Marathi language both having circulation in the State of Maharashtra within 30 days of registration.

11. All concerned regulatory authorities to act on production of certified copy of

the order duly signed by designated Registrar of this Tribunal.

12. The minutes set forth hereto be and is hereby approved.

FORMS OF MINUTES

“The Issued, Subscribed and paid-up capital of MIRANDA BI-METAL TOOLS PRIVATE LIMITED is henceforth Rs. 1,57,360/- divided into 15,736/- shares of Rs. 10 each, fully paid up, reduced from Rs. 6,72,27,490/- divided into 67,22,749/- shares of Rs. 10 each, At the date of registration of this minute 15,736 Equity shares have been issued and deemed to be fully paid fully paid up.”