(2021) 11 NCLT CK 0001

In the National Company Law Tribunal

Case No : CP NO. 598 Of 2020

Natel Neutratec India Private Limited Vs

Date of Decision : 01-11-2021

Acts Referred:
Companies Act, 2013 — Section 66

Citation : (2021) 11 NCLT CK 0001

Hon'ble Judges : Ashok Kumar Borah, (J);Shyam Babu Gautam, Member (T)

Bench : Division Bench

Advocate : Heena Jaysinghani

Final Decision : Disposed Of

Judgement

Ashok Kumar Borah, Member (Judicial)

1. Heard the learned Professional for the Petitioner Company. No objector has come before the Hon'ble National Company Law Tribunal, Mumbai ('Tribunal') to oppose the petition and nor any party has controverted any averments made in the petition.

2. The learned Professional further submits that Article 5 of the Articles of Association of the Petitioner Company empowers the petitioner Company for Reduction of its Share Capital.

3. The learned Professional of petitioner Company submit that the Regional Director (in charge) of Western Region, Mumbai has filed report dated 28/07/2021, before the Tribunal wherein in Para 7, the observation made by them is as under:

a) Applicant to submit an Affidavit to the effect that the interest of the creditors and all stakeholders and Government Revenue are protected as well as statutory dues are paid of.

b) The tax implication if any arising out of the proposal for reduction is subject to final decision of Income Tax Authorities. The approval of the Company Petition by this Hon'ble Court may not deter the Income Tax Authority to scrutinize the tax return filed by the Company after giving effect to the proposed reduction. The decision of the Income Tax Authority is binding on the petitioner Company.

4. A propos observation made in paragraph (a) of the Regional Director Report is concerned, the Petitioner Company through its counsel submits that they have filed the Affidavit to the effect that the interest of the creditors and all stakeholders and Government revenue are protected as well as statutory dues are paid off.

5. A propos observation made in paragraph (b) of the Regional Director Report is concerned, the Petitioner Company through its counsel undertakes to comply with the decision of the Income Tax authorities with reference to proposed capital reduction subject to the Income Tax Act, 1961 and rules made thereunder.

6. The learned Professional of petitioner Company submits that the application was filed for the confirmation of Special Resolution for the proposed reduction of Share Capital which will result in extinguish the paid up capital which is lost. The Board of Directors at their meeting held on 30/11/2019, have recommended to the members of the Company, if deemed fit, to reduce the share capital of the Company, thereafter the consent of members have been recorded at their Extra Ordinary General Meeting held on 23/12/2019, for the proposed reduction of Issued, Subscribed and paid up share capital of the Company.

7. The learned Professional appearing on behalf of the Petitioner Company further states that the Petitioner Company has complied with all the statutory requirements as per the directions of the Tribunal. Moreover, the petitioner Company also undertakes to Comply with statutory requirements, if any, under the Companies Act, 2013 and the rules thereunder, as may be applicable. Since the requisite statutory procedure has been fulfilled, the application is made absolute in terms of the prayer clause to the petition. The Special Resolution as approved by the shareholders in their Extra-Ordinary General Meeting held on 23/12/2019 is hereby confirmed.

8. The Petitioner Company needs to publish the notices about the registration of order and minutes of reduction by the concerned Registrar of Companies, Mumbai, two newspapers, namely "Business Standard" in English and "Navashakti" in Marathi both having wide circulation in the State of Maharashtra, within 30 days of registration.

9. All concerned regulatory authorities to act on certified copy of the order duly certified by the Deputy Registrar, National Company Law Tribunal

SCHEDULE

The capital of Natel Neutratec (India) Private Limited, is henceforth Rs. 89,85,000/-(Rupees Eighty Nine Lakh Eighty Five Thousand Only) divided into 8,98,500 shares of Rs. 10/- each, reduced from Rs. 5,99,00,000/- (Rupees Five Crore Ninety Nine Lakh Only) divided into 59,90,000 shares of Rs. 10/- each.