

**THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
(Through Web-based Video Conferencing platform)**

**ITEM No.02
C.P.No.157/BB/2020**

IN THE MATTER OF:

M/s. Cerebra Integrated Technologies Ltd. ...Petitioner
v.
.....

Order Under Section 66 of Companies Act, 2013

Order delivered on 08.11.2021

CORAM:

**SHRI AJAY KUMAR VATSAVAYI
HON'BLE MEMBER (JUDICIAL)**

**SHRI MANOJ KUMAR DUBEY
HON'BLE MEMBER (TECHNICAL)**

PRESENT:

For the Petitioner : Shri Parameshwar G Bhat, PCS
For the Respondent : Shri Hemanth Rao, Adv.

ORDER

1. Heard Shri Parameshwar G Bhat, learned Authorised Representative for the Petitioner and Shri Hemanth Rao, learned Counsel for the Respondent.
2. This Petition has been filed U/S.66 of the Companies Act, 2013, seeking for reduction of Share Capital. The learned PCS for the Petitioner submits that the instant Petition has been filed in terms of the award dated 22.03.2019 passed by Justice V. Jagannathan, Former Judge, High Court of Karnataka, Sole Arbitrator. However, a bare perusal of para 2 (h) of the said award reveals that the learned Arbitrator specifically observed that *"the parties that the Claimant may undertake the cancellation/annulment of the Schedule Shares or divesting the Respondent's ownership/title over the Schedule Shares in a*

—Sd—

manner other than the procedure contemplated under Section 66 and allied provisions of the Companies Act, 2013, subject however to the approval from the National Company Law Tribunal, and the Respondent shall have no objection to the same.”

3. Accordingly, the learned Arbitrator specifically prohibited invoking Section 66 of the Companies Act, 2013 but the instant C.P. has been filed under the same Section 66 only. Both the Counsel submit that there is no other provision other than Section 66 of the Companies Act, 2013 to enable the Company to get the share capital reduced. However, both the Counsel seek short time to assist the Court on this aspect on the next date of hearing.
4. Accordingly, list the C.P. on **15.11.2021**.

—Sd—

(MANOJ KUMAR DUBEY)
MEMBER (TECHNICAL)

—Sd—

(AJAY KUMAR VATSAVAYI)
MEMBER (JUDICIAL)

Shruthi