

IN THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI COURT – VI

ITEM NO. 806

190/66/PB/2020

IN THE MATTER OF:

M/s. BYR Insurance Brokers Pvt. Ltd. V/s. ROC

Order under Section 66 of Companies Act, 2013.

Order delivered on 14.09.2023

CORAM:

SHRI BACHU VENKAT BALARAM DAS,

HON'BLE MEMBER (JUDICIAL)

SHRI RAHUL BHATNAGAR,

HON'BLE MEMBER (TECHNICAL)

ORDER

Order pronounced in open Court vide separate sheets.

CP 190/66/PB/2020 stands allowed.

SD/-

(Rahul Bhatnagar)

Member Technical

SD/-

(Bachu Venkat Balaram Das)

Member Judicial

**IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT-VI**

Company Petition No. 190/66/PB/2020

[Application under Section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016]

IN THE MATTER OF:

M/S. BYR INSURANCE BROKERS PRIVATE LIMITED.

HAVING ITS REGISTERED OFFICE AT: -
A-2,UDYOG NAGAR INDUSTRIAL AREA
PEERAGARHI NEW DELHI 110040

... PETITIONER COMPANY

VERSUS

**REGISTRAR OF COMPANIES
DELHI & HARYANA**

... RESPONDENT

CORAM:

**SHRI BACHU VENKAT BALARAM DAS, HON'BLE MEMBER (JUDICIAL)
SHRI RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)**

PRESENT:

For the Petitioner: : Ms. Teena Rani, Adv.

ORDER

PER: RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)

Order Delivered on: 14.09.2023

The instant Company Petition is filed on behalf of M/s. BYR Insurance Brokers Private Limited bearing CIN: U66000DL1998PTC095065 seeking inter-alia following prayer(s) before this Tribunal: -

- a) That the reduction of capital resolved be confirmed;
 - b) That to this end all directions necessary and proper be made and given;
 - c) That the proposed minute be approved; and
 - d) Pass such further or other orders as this Tribunal deem fit;
2. The Applicant Company submits that the Applicant Company was incorporated and registered on 17.07.1998 under the provisions of the Companies Act, 1956.
3. That the Registered Office of the applicant Company is situated at A-2,Udyog Nagar Industrial Area Peeragarhi New Delhi 110040 The main objects of the applicant Company is to act as a Direct Broker under the IRDA (Insurance Brokers) Regulations, 2013 as amended from time to time
4. That the applicant Company vide Articles 4A of Articles of Association ('AOA') is permitted to alter its share capital in any manner permitted by law.
5. The shareholders of Petitioner Company are as under: -

Sr. No	Name of Shareholder	No of shares	Total Subscription	Percentage of holding
1.	Shibani Varma	3432000	34320000	52%
2.	Radhe Mohan Kapur	2178000	21780000	33%
3.	Bhavna Kapur	594000	5940000	9%
4.	Yadur Kapur	396000	3960000	6%

6. The Issued, Subscribed and Paid-up share capital of the Petitioner Company pre and post the reduction of capital shall be: -

Capital Structure of the Company Before and after the reduction

S. No.	<u>Before reduction of capital</u>	<u>Amount</u>
1	Issued, subscribed and Paid up capital of the Company 6,00,000 (previous year 6,00,000) equity shares of Rs. 10 each fully paid up	6000000
2	60,00,000 (previous year 60,00,000) equity shares of Rs. 10 each (Rs. 5.70 paid up) partly paid up	34200000
	Total	40200000
<u>After reduction of Capital</u>		
1	Issued, subscribed and Paid up capital of the Company 6,00,000 (previous year 6,00,000) equity shares of Rs. 10 each fully paid up	6000000
2	3420000 equity shares of Rs. 10 each fully paid up	34200000
	Total	40200000
<u>Conclusive Total Share capital after deduction of equity share capital of the Company shall be as follow :</u>		
1	Issued, subscribed and Paid up capital of the Company 4020000 equity shares of Rs. 10 each fully paid up	40200000

Please note that number of shares cancel during the reduction i.e. 2580000 i.e. Rs. 25800000.

7. The Board of Directors of the Petitioner Company at their meeting held on 24.10.2020 approved the proposed reduction of capital under Section 66 of the Companies Act, 2013.
8. The Annual General Meeting of the Equity shareholders of the Petitioner Company was held on 05.11.2020. At the Annual General Meeting of the Petitioner Company, the Equity shareholders of the Petitioner Company have unanimously approved the proposed reduction of capital by passing special resolutions. The special resolution passed by the Equity Shareholders in the Extra Ordinary General Meeting is reproduced below: -

“RESOLVED THAT pursuant to section 66 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company consent of Shareholders be and is hereby accorded subject to approval of National Company Law Tribunal (NCLT) or any other authority as may be required to cancel uncalled share capital of Rs. 25800000 (Rupees Two Crore Fifty Eight Lakh Only) out of Rs. 60000000 (Rupees Six Crore Only) from Issued/subscribed/paid up share capital and after cancellation new paid up share capital of the Company shall be Rs. 40200000 divided into 4020000 @ 10 each by reducing 6000000 equity shares to 3420000 shares and total paid up share capital of the Company shall be 4020000 shares.

RESOLVED FURTHER THAT Board of director of the company be and is hereby authorized to make necessary compliance with Registrar of Companies and to do such other acts and deeds as may be necessary for giving effect to this resolution.”.

- The aforesaid resolution was unanimously approved by all the four shareholders.
9. The Petitioner Company have nil secured creditors and unsecured creditors as on 31st January 2023. The Directors of the Petitioner company have filed an undertaking dated 10.08.2023 stating that there are NIL secured and unsecured creditors.
10. A certificate issued by the Statutory Auditor of the Petitioner Company certifying the compliance of the Accounting Standards is annexed with the petition.
11. A certificate issued by the Statutory Auditor of the Petitioner Company and declaration by the director of the Petitioner Company that the Petitioner

Company is not, as on the date of filing of the application, in arrears in the repayment of the deposits or the interest thereon is annexed with the petition.

12. It is submitted that no investigation or proceedings under the Companies Act, 1956 / Companies Act, 2013 have been instituted or are pending in relation to the Petitioner Company.
13. The Applicant Company states that there are no deposits and that the Applicant Company has no arrears of repayment of deposits or any interest thereon. Certificate from the statutory auditor confirming that there are no arrears of repayment of deposits or any interest thereon and the declaration by the Director of the Applicant Company is annexed with the application.
14. This Tribunal vide order dated 17.03.2022 had directed the Petitioner Company to issue notice to the Regional Director, North Region & ROC and IRDA. Pursuant to notice issued, counsel for the IRDA appeared on 01.07.2022 and submitted that they have no objection in the matter. The Petitioner Company has also placed on record no objection received from IRDA dated 18.07.2022.
15. Despite service of notice the RD, RoC failed to file its report therefore, they were set ex-parte vide order dated 05.01.2023.
16. We have gone through the Petition for reduction of share capital filed by the petitioner. In view of all necessary documents having been placed on record, the Applicant Company has made out a case for reduction of its share capital. Thus, the following order.
17. We hereby confirm the reduction of share capital of the Petitioner Company by approving the minutes of its Annual General Meeting held on 05.11.2020 wherein its shareholders consented to the proposed reduction in share capital by a special resolution. Accordingly, the issued, subscribed and paid up share capital of the Petitioner Company shall be

reduced. The Applicant Company's Memorandum of Association shall be amended suitably.

18. This Tribunal further orders that:

- i. Pursuant to the provisions of Section 66 (4) of the Companies Act, 2013, the Applicant Company is directed to publish this order approving reduction in share capital in an English and vernacular newspaper within thirty days of receipt of the copy of this order.
- ii. Pursuant to the provisions of Section 66 (5) of the Companies Act, 2013, the Applicant Company shall deliver a certified copy of this order along with the minute approved by this Hon'ble Tribunal to the Registrar of Companies within thirty days of receipt of the copy of this order.
- iii. Moreover, the Petitioner Company also undertakes to comply with statutory requirements, if any, under the Companies Act, 2013 and the Rules made thereunder, as may be applicable.

19. This Tribunal approves the amended form of minutes to be registered under Section 66(5) of the Companies Act, 2013 subject to the compliance of the observations above.

20. Accordingly, C.P. No. 190/ND/2020 stands **allowed** in the above terms. Let a copy of this order be served to the parties.

Files be consigned to the records.

FORM OF MINUTES

"a. The amount of share capital- Rs. 40200000/-

b. The number of shares into which it is to be divided.

i. 600000 equity shares of Rs. 10 each fully paid up i.e., 6000000

ii. 6000000 equity shares of Rs. 10 each (Rs. 5.70 paid up) partly paid up
i.e. 34200000/-

c. The amount of each share: Rs. 10

d. The amount, if any, at the date of registration deemed to be paid up on each share”

SD/-
(RAHUL BHATNAGAR)
MEMBER (T)

SD/-
(BACHU VENKAT BALARAM DAS)
MEMBER (J)