



**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOCHI BENCH**

CP(C/Act)/18/KOB/2025
(Under Section 66 of the Companies Act, 2013)

Date of Institution: 05.05.2025

***Order delivered on:
30.10.2025***

In the matter of:

M/s. Cochin Aircraft Maintenance Company
Limited

Memo of Parties:

M/s. Cochin Aircraft Maintenance Company Limited, 61/300, Fourth Floor, Rasheed Towers, Karimpatta Cross Road, Pallimukku, Ernakulam, Kerala -682 016, represented by its Managing Director, Mr P.V. Mohamed Rasheed, having an address at Hafl Villa, Ashoka Road, Kaloor, Ernakulam, Kerala- 682 017.

... Petitioner

-Vs-

Registrar of Companies- Kerala

... Respondent

Coram:

Hon'ble Member (Judicial) : Shri. Vinay Goel.

Hon'ble Member (Technical) : Smt. Madhu Sinha



Appearances:

For the Petitioner : Mr. Nebil Nizar, Adv.,
For the Respondent : Authorized representative of ROC.
For the Income Tax Department: Adv Cyriac Tom, Adv.,
For the Enforcement Directorate: Adv. Govindu P. Renukadevi, Adv.,
For the Directorate General
of Civil Aviation : Adv. M.A. Shaji, Adv.

ORDER

Per: Coram

1. This application has been filed under Section 66 of the Companies Act, 2013, by the Managing Director of M/s. Cochin Aircraft Maintenance Company Limited seeking the following reliefs: -
 - i. That the reduction of capital resolved on by the special resolution set out in paragraph 8 above be confirmed;
 - ii. That the requirement of issuing notice to creditors may be dispensed as there are no Secured or Unsecured creditors with respect to the company, and for which certificates from the statutory Auditors have been obtained and Annexed as ANNEXURE A-10 and ANNEXURE A-11 respectively.
 - iii. That as there are no Creditors and as the Shareholders have given their consent by way of a special resolution, the requirement of publishing newspaper advertisement may kindly be dispensed with;
 - iv. That the proposed minute set out in Para 20 be approved.
2. The Registered office of the company is situated at 61/300, Fourth Floor, Rasheed Towers, Karimpatta Cross Road, Pallimukku, Ernakulam, Kerala -682 016.
3. The main objects of the company are:



- 1. To carry on the business of maintenance, repair, inspections, ground support of aircrafts and training of required personnel and also as manufacturer, dealer, producer, assembler, hirer or otherwise equip the same or any part thereof with all or any amenities or conveniences, and to deal with the same in any manner whatsoever under any scheme framed by any firm, corporation, central or State Government, any local, public, statutory or other body whether incorporated or not or persons or authority including one or any combination thereof.*
- 2. To acquire land by purchase, lease or otherwise and to develop, sell, lease out and to deal in any manner and to construct, improve, erect, maintain or alter buildings, structures, commercial complexes and other residential or commercial buildings, structures, including townships.*
4. The present authorised share capital of the Company is ₹2,00,00,000 (Rupees Two Crore only), divided into 20,00,000 equity shares of ₹10 each. The existing paid-up share capital of the Company is ₹1,13,58,450 (Rupees One Crore Thirteen Lakh Fifty-Eight Thousand Four Hundred and Fifty only), divided into 11,35,845 equity shares of ₹10 each.
5. Article 37 of the Articles of Association of the Company provides that the Company may, from time to time, by passing a special resolution and in compliance with the provisions of the Companies Act, reduce its share capital in any manner permitted by law.
6. The Company was incorporated with the principal aim of Aircraft maintenance and training of personnel in the related field. The company was also enabled to do real estate and construction business. Under clause III C (1) of the Memorandum of Association,



it is also provided under Clause 1 – “To develop, organize, promote and carry on the business of consultants and contractors, and to plan, design and render technical, scientific, management, manpower and industrial consultancy services to promote industries so as to accelerate industrialization, economic growth and productivity and to promote, undertake or execute studies, researches, surveys and investigations”.

7. The present share capital structure: -

- a) The present share capital structure of the Company as on 31.03.2024 is as follows:
- Authorized Share Capital: 2,00,00,000 (20,00,000 equity shares of 10/- each.
 - Subscribed and Paid-up Share Capital: 1,13,58,450 (11,35,845 equity shares of Rs. 10/- each).

<i>Particulars</i>	<i>Authorized Share Capital:</i>	<i>Issued Share Capital</i>	<i>Subscribed and Paid-up Share Capital:</i>
No. Of Shares	20,00,000	11,35,845	11,35,845
Amount (Rs.)	10	10	10
Share Capital (Rs)	2,00,00,000	1,13,58,450	1,13,58,450

b) Financial summary of the Company as on 31.03.2024:

<i>Liabilities</i>	<i>Amount (In '000.)</i>	<i>Assets</i>	<i>Amount (In '000.)</i>
Share capital	11,358.45	Non-Current Assets	70.92
Reserves and surplus	1,122.17	Current Assets	12,754.64
Non-Current Liabilities	0		
Current liabilities	344.94		
Total	12,825.56	Total	12,825.56



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In re: -M/s. Cochin Aircraft Maintenance Company Limited

Particulars	As on 31/03/2024 (Amount in '000.)	As on 31/03/2023 (Amount in '000)
Total Revenue	761.39	936.14
Total Expenses	1,036.80	1,232.82
Profit or Loss before Tax	(275.41)	(706.68)
Deferred Tax	(995.60)	5.22
Profit or Loss After Tax	720.19	(711.90)

8. There has been no qualification, reservation, adverse remark, or disclaimer made by the statutory auditor in his reports for the latest audited financial statements as on 31.03.2014 or for any of the previous years.
9. No inspections, inquiries, or investigations have been conducted into the affairs of the Company under the Companies Act, 2013 or any other law currently in force.
10. The Submissions made by the Petitioner are as follows.
 - a) The Company was incorporated in the year 2005 by a group of Indian Naval Veteran Artificers (Engineers), comprising 98 shareholders with extensive experience in the field of aviation engineering. At the time of incorporation, there was an acute shortage of Aircraft Maintenance Engineers as well as inadequate infrastructure for aircraft maintenance. Considering these factors, the Company also established an AME Institute at Athani, Nedumbassery, near Cochin International Airport Limited (CIAL), for training Aircraft Maintenance Engineers.
 - b) Around 2008, due to the global recession, the aviation industry suffered a severe downturn, leading many airlines to reduce



their operations and lay off a large number of employees. In view of this situation, the shareholders of the Company decided not to proceed with the AME Institute, as there were virtually no job opportunities available for its graduates. Leveraging the expertise and experience of its members, the Company undertook technical manpower supply for the refurbishment of Indian Naval Sea King Helicopters at the Kochi Naval Aircraft Yard for a period of three years. The Company also conducted aircraft surveys for the Indian Customs Department in connection with aircraft imported into India. However, the outbreak of the COVID-19 pandemic severely impacted the aviation sector, making it difficult for the Company to sustain its operations.

- c) After the revival following the COVID-19 pandemic, Cochin International Airport Limited (CIAL)—the first of its kind established in the private sector in Kerala—began expanding its operations in the aviation sector. The number of flights operating to and from Kochi increased significantly, and the prospects for commencing business in the aircraft maintenance sector at Kochi initially appeared promising. However, CIAL subsequently entered the aircraft maintenance field itself and established a training institute as its subsidiary, namely Cochin International Aviation Services Limited. Consequently, the Petitioner Company's operations in this sector became redundant.



- d) Further, most of the Company's shareholders, who were retired Naval Engineering Officers, had become senior citizens. Coupled with the rapid technological advancements in the aviation industry, they decided to limit the Company's activities to general engineering consultancy rather than continue with training and maintenance operations, as provided under Clause III(C)(1) of the Memorandum of Association of the Company.
- e) Since this transition from specialized aviation engineering and training to general consultancy does not require the capital presently available, the shareholders have resolved to approach this under Section 66 of the Companies Act, 2013, seeking approval to reduce the paid-up share capital to the bare minimum. The proposal includes paying off the portion of the paid-up capital that is in excess of the Company's current requirements and confining its operations to the limited activity of general engineering consultancy, as permitted under its objects.
- f) The commercial wisdom of the Board of Directors and the shareholders of the Company is unanimously in favour of not engaging in the civil aviation sector, particularly in maintenance and training activities, as the prevailing conditions are not conducive following the establishment of CIAL's subsidiary unit operating in the same field in Kerala. Given that CIAL is a cash-rich entity capable of extensively funding its subsidiary to operate in the aviation sector, the management of Cochin Aircraft



Maintenance Company Limited has been compelled to explore other viable business avenues. Consequently, the Company has resolved to confine its operations to consultancy services in various fields where it possesses the requisite expertise.

- g) The Board of Directors and the shareholders have decided to discontinue the Company's involvement in the aviation maintenance and training sector, which demands substantial financial investment, and to shift the focus towards providing consultancy services that primarily require expertise rather than significant capital. As a result, the Company now holds excess capital beyond its actual business requirements.
- h) After evaluating various options, the Board of Directors, at its meeting held on 11.03.2025, decided that it would be in the best interest of the Company to return the surplus share capital through a reduction of the paid-up share capital. Accordingly, the Board resolved to reduce the issued, subscribed, and paid-up share capital of the Company from ₹1,13,58,450 (Rupees One Crore Thirteen Lakh Fifty-Eight Thousand Four Hundred and Fifty only), comprising 11,35,845 equity shares of ₹10 each, to ₹25,83,450 (Rupees Twenty-Five Lakh Eighty-Three Thousand Four Hundred and Fifty only), comprising 2,58,345 equity shares of ₹10 each. This reduction represents a capital reduction of ₹87,75,000 (Rupees Eighty-Seven Lakh Seventy-Five Thousand only), equivalent to 8,77,500 equity shares of ₹10 each, which will be returned to the shareholders in proportion to their



shareholding. Consequently, the existing paid-up capital of the Company shall stand reduced from ₹1,13,58,450 to ₹25,83,450.

- i) The proposed reduction of capital will not, in any manner, adversely affect the Company's ability to meet its commitments or discharge its obligations in the ordinary course of business. Furthermore, the Company has no secured or unsecured creditors, as certified by the statutory auditor.
- j) The proposed reduction of capital will enable the Company to maintain an optimal capital structure in line with its existing business operations and assets. The benefits arising from the Scheme of Capital Reduction will allow the Company to return the excess capital, which is currently lying idle and unutilized, to the shareholders in proportion to their respective shareholdings.
- k) By a special resolution duly passed in accordance with Section 66(1) of the Companies Act, 2013, at a general meeting of the Company held on 5th April 2025, after due notice as required under the Act, it was resolved as follows:

RESOLVED THAT PURSUANT TO SECTION 66(1)(b)(ii) and such other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company and subject to the approval by members at the general meeting by way of a special resolution and subject to the sanctions and approvals of the appropriate authorities as may be required, and further subject to the confirmation by the Honorable National Company Law Tribunal, Kochi Bench and subject to such terms, conditions or modifications if any, as may be prescribed by such authorities while granting such approvals, consents or permissions, the Board of Directors be and is hereby approving the draft scheme placed before the Board and accordingly the Company's Issued,



Subscribed and Paid-up Equity share capital of Rs.1,13,58,450 /- (Rupees One Crore Thirteen Lakh Fifty Eight Thousand and Four Hundred Fifty Only) consisting of 11,35,845 Equity Shares of Rs.10/- (Rupees Ten Each) be reduced by paying off Rs.87,75,000/- (Rupees Eighty Seven lakhs and Seventy Five Thousand Only) consisting of 8,77,500 Equity Shares of Rs.10/- each (Rupees Ten Each) from the existing Paid Up Capital which is in excess of the wants of the company as provided under Section 66(1)(b)(ii) of the Companies Act, 2013 without affecting the percentage of holding by Individual shareholders and thereby reducing the Paid Up capital to Rs.25,83,450/- (Rupees Twenty Five Lakhs Eighty Three Thousand and four Hundred and Fifty Only) comprising of 2,58,345 Equity Shares of Rs.10/- each."

"THAT reduction of Rs. 87,75,000/- (Rupees Eighty Seven Lakh Seventy Five Thousand Only) in the paid Up Share Capital of Cochin Aircraft Maintenance Company Limited is to be done by returning to the shareholders an amount of Rs. 87,75,000/- (Rupees Eighty Seven Lakh Seventy Five Thousand Only) comprising 8,77,500 shares of Rs.10/- each held by the individual shareholders of the Company accordingly the existing Paid Up Capital of the company shall stand reduced from Rs.1,13,58,450/- (Rupees One Crore Thirteen Lakh Fifty Eight Thousand and Four Hundred Fifty Only) consisting of 11,35,845 Equity Shares of Rs.10/- (Rupees Ten Each) be reduced to Rs.25,83,450/- (Rupees Twenty Five Lakhs Eighty Three Thousand and four Hundred and Fifty Only) comprising of 2,58,345 Equity Shares of Rs.10/- each by paying off Rs.87,75,000/- (Rupees Eighty Seven lakhs and Seventy Five Thousand Only) consisting of 8,77,500 Equity Shares of Rs.10/- each (Rupees Ten Each) from the Paid Up Capital which is in excess of the wants of the company as provided under Section 66(1)(b)(ii) of the Companies Act, 2013 without affecting the percentage of holding by Individual shareholders and thereby reducing the Paid Up capital to Rs.25,83,450/- (Rupees Twenty Five Lakhs Eighty Three Thousand and four Hundred and Fifty Only) comprising of 2,58,345 Equity Shares of Rs.10/- each."



Further Resolved that consequent to approval of the Scheme and passing of the Special Resolution and subject to the approval of the Hon'ble NCLT, Kochi Bench, the Paid-up share capital of the Company, Cochin Aircraft Maintenance Company Limited (CIN: U3530KL2005PLC018211) is henceforth Rs. 25,83,450/- (Rupees Twenty-Five Lakh Eighty-Three Thousand Four Hundred Fifty Only) divided into 2,58,345 equity shares of Rs. 10/- (Rupees Ten Only) each by reducing through paying off to the existing shareholders a sum of Rs. 87,75,000/- (Rupees Eighty-Seven Lakh Seventy-Five Thousand Only) which is in excess of the wants of the company from the existing paid-up Capital of Rs. 1,13,58,450. /- (Rupees One Crore Thirteen Lakh Fifty-Eight Thousand Four Hundred Fifty Only) consisting of 11,35,84 equity shares of Rs. 10/- (Rupees Ten Only) each. The amount by which Equity Share Capital is so reduced being in excess of the requirements of the company and such reduction shall be affected by returning the amount of Rs. 87,75,000 (Rupees Eighty Seven Lakh Seventy Five Thousand Only) to the shareholders of the Company on and from such date of the Scheme being approved by the Hon'ble NCLT Kochi Bench and registration of the related minutes with Registrar of Companies, Kerala.

THAT for the purpose of giving effect to the above resolutions, the Board hereby authorizes Shri.P.M.Rasheed, Managing Director of the Company to do all such acts, deeds, matters including but not limited to signing of the petition/Application on behalf of the company before the Hon'ble National Company Law Tribunal, Kochi Bench and do all such things as he may at his absolute discretion deem necessary or desirable for effective implementation of the resolution and to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit.

- 1) The Board of Directors has decided to discontinue the Company's involvement in aircraft maintenance and training activities, leaving the Company with capital in excess of its actual requirements. Consequently, after evaluating various options, the Extraordinary



General Meeting held at the registered office of the Company on 5th April 2025 at 11:00 AM unanimously passed the Special Resolution, with the voting results recorded as follows:

Number of members present and voting	Number of shares held by them	Number of members who voted against the resolution and number of shares held by them
60	689298	NIL

All members present at the Extraordinary General Meeting held on 5th April 2025 unanimously voted in favour of the Special Resolution for the reduction of share capital, and no member voted against the resolution.

- m) The Company now proposes to undertake a scheme of capital reduction whereby the issued, subscribed, and paid-up equity share capital of ₹1,13,58,450 (Rupees One Crore Thirteen Lakh Fifty-Eight Thousand Four Hundred and Fifty only), comprising 11,35,845 equity shares of ₹10 each, will be reduced to ₹25,83,450 (Rupees Twenty-Five Lakh Eighty-Three Thousand Four Hundred and Fifty only), comprising 2,58,345 equity shares of ₹10 each. This will be achieved by cancelling and extinguishing ₹87,75,000 (Rupees Eighty-Seven Lakh Seventy-Five Thousand only) of the total equity share capital, representing the portion of paid-up capital in excess of the Company's requirements.
- n) The proposed reduction of capital will enable the Company to maintain an optimal capital structure aligned with its proposed business operations and assets. This reduction will not adversely



affect the Company, its shareholders, creditors, employees, or other stakeholders and is intended to take effect from the Appointed Date, viz., 01.04.2024.

- o) The Company has not accepted any deposits; therefore, no amount is due for repayment on account of deposits or interest thereon. A certificate from the Auditor and a declaration from the Directors confirm this fact. As of the date, the Company has no unsecured creditors, as certified by the Statutory Auditor. Similarly, the Company has no secured creditors, as confirmed by a certificate from the Statutory Auditor. Accordingly, the Directors have declared that the list of unsecured creditors is NIL and the list of secured creditors is also NIL.
- p) The accounts maintained by the Company comply with the accounting standards specified under Section 133 of the Companies Act, 2013, as certified by the Company's Auditor. The Company does not have any foreign investments and, therefore, is not required to comply with the provisions of FEMA or the RBI guidelines relating to Foreign Direct Investment (FDI), as confirmed by a certificate from the Auditor.
- q) The proposed reduction of share capital does not involve the extinction or reduction of any liability in respect of unpaid share capital nor any payment to shareholders, but solely involves returning the paid-up capital that is in excess of the Company's requirements. The reduction of share capital will have no adverse impact on employees, as there are no employees on the Company's



rolls as of 31.03.2024. Any tax implications arising from such reduction will be subject to the final determination by the Income Tax authorities.

- r) The Petitioner submits that the form of the minute proposed to be registered under Section 66(5) is as follows:

The Paid-up share capital of the Company, Cochin Aircraft Maintenance Company Limited (CIN: U3530KL2005PLC018211) is henceforth Rs. 25,83,450. /- (Rupees Twenty Five Lakh Eighty Three Thousand Four Hundred Fifty Only) divided into 2,58,345 equity shares of Rs. 10/- each by paying off a sum of Rs. 87,75,000/- (Rupees Eighty-Seven Lakh Seventy-Five Thousand Only) to the existing shareholders as the same is in excess of the wants of the company, from Rs. 1,13,58,450/- (Rupees One Crore Thirteen Lakh Fifty-Eight Thousand Four Hundred Fifty Only) consisting of 11,35,845 equity shares of Rs. 10/- each. At the date of registration of this minute, 2,58,345 equity shares of Rs. 10/- each amounting to Rs.. 25,83,450/- have been issued and are deemed to be fully paid up.

11. On 07.05.2025, this Tribunal directed the Petitioner to serve notice, along with a copy of the Petition, to the statutory authorities. Subsequently, on 01.07.2025, the Enforcement Directorate filed its report stating that, as of that date, there was no pending investigation by its office against the Petitioner.
12. On 07.07.2025, the Directorate General of Civil Aviation filed its report and stated as follows: -
- a) The petitioner M/S Cochin Aviation Maintenance Company is not a DDGCA-approved Maintenance Repair Organization (MRO) and



- hence does not fall under the ambit of CAR 145, thus cannot be recognised as an MRO by DGCA.
- b) Since the petitioner company neither fall under the category of Maintenance Repair Organizations nor a Company under the category of Continuing Airworthiness Management Organization (CAMO), which is a civil aviation organization responsible for overseeing aircraft maintenance functions in accordance with the regulatory compliance issued by the DGCA in India, it can be confirmed with certainty that the petitioner company, M/S Cochin Aircraft Maintenance Company Limited, does not fall under the realm of Continuing Airworthiness Management Organisation also and is also not a DGCA-approved CAMO.
- c) The Petitioner company, M/s. Cochin Aircraft Maintenance Company Limited is neither a CAR 145 Maintenance Repair Organization nor a Continuing Airworthiness Management Organisation (CAMO) as a DGCA approved organization.
13. On 10.07.2025, the Regional Director filed its report and stated as follows: -
- a) As per the report of ROC, Kerala received via email dated 24.06.2025, the company is regular in filing the statutory returns and filed up to the financial year 2023-24, and there are no complaints/prosecutions/inspections/investigations pending against the company. Further, reported that the company has a pending charge of Rs. 4,00,00,000/-.



- b) This Directorate vide letter dated 26.06.2025 has taken up the issues regarding the violation of Section 124 of the Companies Act, 2013, read with IEPF Rules, details of MGT-14 under Section 179(3)(g) and DPT-3 and Charge Satisfaction with the company and its directors. The Whole-time director of the company vide email dated 02.07.2025 has submitted a reply along with the necessary documents.
- c) The company has admitted the fact that the separate bank account has not been opened for the unpaid/unclaimed account, as admitted in the reply letter dated 01.07.2025 of the Company (e-mail dated 02.07.2025). Hence, the Company and its officers in default may be directed to file a necessary compounding/ adjudication application as per the provisions of the Companies Act, 2013, and rules made thereunder.
- d) The application for the reduction of share capital and the reply of the company for queries raised by this Directorate have been examined. This Directorate has no objection with regard to the proposed reduction of capital of the company, subject to compliance to be made as per this report.
14. On 16.07.2025, the Income Tax Department filed its report and stated as follows: -
- a) There is a total outstanding demand of Rs. 9,58,872/- payable by M/s. Cochin Aircraft Maintenance Company Limited, under the



provisions of the Income Tax Act, 1961. The details of the outstanding demand are as follows:

Sl. No	AY	Order by which demand is raised	Demand outstanding
1.	2011-12	154	Rs.8,90,040/-
2.	2009-10	143(1)(a)	Rs.68,832/-

- b) The Department have no objection to the Reduction of share capital of M/s. Cochin Aircraft Maintenance Company Limited, subject to the confirmation that the collectability of the above-mentioned demand due is not affected because of the reduction of paid-up Capital as per the Scheme attached to the petition.
15. On 09.09.2025, the Petitioner filed a rejoinder and reiterated the relevant portions of the reports filed by the statutory authorities.

ANALYSIS AND FINDINGS: -

16. We have heard the learned counsel for the Petitioner and learned counsels for the statutory authorities and perused the entire case records/documents.
17. The Board of Directors and shareholders unanimously resolved to discontinue the aviation maintenance and training activities and shift the focus to consultancy services, which require expertise rather than substantial financial investment. The Board, at its meeting held on 11.03.2025, proposed a reduction of the issued, subscribed, and paid-up capital from ₹1,13,58,450 (11,35,845 equity shares of ₹10 each) to ₹25,83,450 (2,58,345 equity shares of



₹10 each), returning ₹87,75,000 (8,77,500 shares) to the shareholders. This proposal was subsequently approved by a Special Resolution at the Extraordinary General Meeting held on 05.04.2025, with all members present voting in favor and no member dissenting.

18. The Company has certified that it has not accepted any deposits and, therefore, no amounts are due for repayment to depositors. There are no secured or unsecured creditors, as confirmed by certificates issued by the statutory auditor, and there are no employees on the Company's rolls as of 31.03.2024. The accounts maintained by the Company comply with accounting standards under Section 133 of the Companies Act, 2013. The Company has no foreign investments and is not subject to FEMA or FDI regulations. The proposed reduction of share capital involves only the return of paid-up capital in excess of the Company's requirements, with no effect on unpaid capital. Any tax implications arising from the reduction shall be subject to the final determination of the Income Tax authorities.
19. Reports from the statutory authorities have been considered. The Enforcement Directorate has confirmed that no investigation is pending against the Company. The Directorate General of Civil Aviation has clarified that the Company is neither a CAR 145-approved Maintenance Repair Organisation nor a DGCA-approved Continuing Airworthiness Management Organisation, and as such,



the DGCA is not a party to the proceedings. Directorate General of Civil Aviation filed its response and misconceived itself as Respondent No. 4 in the present proceedings, in fact, Directorate General of Civil Aviation is not a party either as petitioner/respondent in this matter but being a statutory authority concerned with the working of Petitioner Company, the response/objection from said entity called by this Tribunal and as such the averments for removal of name of said authority as made in the response are being ignored.

20. The Regional Director, based on the ROC report, has confirmed that the Company is regular in filing statutory returns up to the financial year 2023-2024, with no complaints, prosecutions, or inspections pending, and has expressed no objection to the proposed reduction of capital, subject to compliance with Section 124 of the Companies Act, 2013 and related procedural matters. This Order would not be treated as any shield for non-compliance with provisions of the Companies Act, 2013, and the Petition would be liable to face all legal consequences in accordance with law. The Income Tax Department has noted an outstanding demand of ₹9,58,872/- but has raised no objection to the capital reduction, provided that the collectability of the demand is not affected.
21. Having considered the submissions, documents, and statutory reports, this Tribunal finds that the proposed reduction of paid-up capital is justified on commercial grounds, duly approved by the



shareholders, and does not adversely affect any creditors, employees, or other stakeholders. The reduction is proportionate and lawful under Section 66 of the Companies Act, 2013. Accordingly, this Tribunal allows the application and directs that the paid-up share capital of the Company be reduced from ₹1,13,58,450/- to ₹25,83,450/-, divided into 2,58,345 equity shares of ₹10/- each, by returning ₹87,75,000/- to the shareholders in proportion to their respective holdings. The Managing Director of the Petitioner Company is authorized to take all necessary actions to implement this order, including filing the requisite petitions and forms with the Registrar of Companies, Kerala, and ensuring compliance with any further directions from statutory authorities.

22. Since all the requisite statutory compliances are fulfilled and no objections are received from any shareholders, this application is allowed. The reduction of capital of Company as per provisions of the Companies Act, 2013 is confirmed and sanctioned.
23. A certified copy of this order including the Minute as approved be delivered to the Registrar of Companies within thirty days of receipt of the order as per provisions of sub-section (5) of section 66 of the Companies Act, 2013, who shall register the same and issue a certificate to that effect in Form No. RSC-7 [Rule 6(3)].
24. The Petitioner shall, after receiving such certificate, shall publish Notice of Registration of Order and Minute once in 'The Hindu'



English Newspaper and once in Malayalam 'Mathrubhumi' Newspaper having wide circulation in the State of Kerala within two weeks thereafter.

25. This sanction will also not affect any action pending or contemplated by any Government authority or regulatory or statutory authorities for violation of any provision of the law for the time being in force.
26. Considering the foregoing findings, **CP(C/Act)/18/KOB/2025 is allowed and disposed of.**
27. The Registry is directed to send e-mail copies of this order forthwith to all the parties and their Learned Counsel for information and for taking necessary steps.
28. A Certified Copy of this order may be issued, if applied for, upon compliance with all requisite formalities
29. File be consigned to records.

Sd/-

**MADHU SINHA
(MEMBER TECHNICAL)**

Sd/-

**VINAY GOEL
(MEMBER JUDICIAL)**

Signed this the 30th day of October, 2025.

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