Hilton Hotel Management Services Private Ltd. Vs. --

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SooperKanoon Citation : sooperkanoon.com/978310

Court : Delhi

Decided On : Jul-10-2013

Judge : R.V. Easwar

Appellant : Hilton Hotel Management Services Private Ltd.

Respondent : --

Advocate for Pet/Ap. : Mr. Rajeev, Mr. Naresh Kumar

Judgement :

$~1 * IN THE HIGH COURT OF DELHI AT NEW DELHI Date of decision:

10. h July, 2013 + CO. PET. 117/2013 HILTON HOTEL MANAGEMENT SERVICES PRIVATE LTD. .....Petitioner Through: Mr. Rajeev K Goel and Mr. Naresh Kumar, Advocates for the Petitioner CORAM: HON'BLE MR. JUSTICE R.V.EASWAR R. V. EASWAR, J.: (ORAL) 1. This petition has been filed by Hilton Hotel Management Services Pvt Ltd (hereinafter referred to as petitioner company) under Sections 100 to 104 of the Companies Act, 1956 (Act) for confirming the reduction of its share capital.

2. The registered office of the petitioner company is situated at New Delhi, within the jurisdiction of this Court.

3. The petitioner company was incorporated under the provisions of the Act as a private limited company vide Certificate of Incorporation bearing Corporate Identity

Number (CIN): U55101DL 2007 FTC165434 dated 2nd July 2007 issued by the Registrar of Companies (ROC), Delhi and Haryana, New Delhi.

4. The authorised share capital of the Petitioner company is `75,00,00,000 divided into 7,50,00,000 equity shares of `10/- each. The issued, subscribed and paid up share capital is `53,37,03,770/- divided into 5,33,70,377 equity shares of `10/- each. The petitioner company is a wholly owned subsidiary of Hilton International Co., USA and the entire share capital of the Petitioner company is held by its parent company and its nominee shareholder.

5. The copies of the Memorandum and Articles of Association as well as the latest audited annual accounts for the year ended 31st March 2011 of the petitioner company have also been placed on record.

6. It is submitted that the petitioner company is engaged in hotel management services and other related activities.

7. The Petitioner company is proposing to reduce its share capital by: (a) Writing off debit balance of profit and loss account of the company to the extent of `17,97,61,250/- by cancelling 1,79,76,125 equity shares of `10/- each aggregating to `17,97,61,250/- held by the parent company; and (b) Buy-back of 3,23,94,252 equity shares of `10/- each at par aggregating `32,39,42,520/- held by the parent company.

8. It is confirmed that the petitioner company is authorized by the Article no.16 of its Articles of Association to reduce its share capital.

9. Learned counsel for the petitioner company confirmed that no proceedings under Sections 235 to 251 of the Act are pending against the petitioner company.

10. The Board of Directors (BoDs) of the petitioner company in its meeting held on 24th July 2012 unanimously approved the proposed reduction of the share capital of the company. A copy of the said resolution is placed on record.

11. In compliance with section 189 of the Act, a special resolution has been passed by the shareholders of the petitioner company in the Extraordinary General

Meeting (EGM) held on 25th July 2012 confirming the proposed reduction of share capital. A copy of resolution and the form of minutes under section 103 (1) (b) of the Act are also placed on record.

12. The petitioner company has filed the present petition in this Court seeking confirmation of the reduction of its share capital. By order dated 6th March 2013, citations were directed to be published in the newspapers Business Standard (English) and Dainik Bhaskar (Hindi). An affidavit was filed on behalf of the petitioner company confirming that the citations were published in the above said newspapers on 13th June 2013. Copies of the newspaper cuttings, in original, containing the publications have also been filed along with the said affidavit.

13. Learned counsel submits that no objections have been received from all the creditors or all the members of the petitioner company. In this background, there is no legal impediment in allowing the present petition.

14. In view of the averments made in the petition and no objections received for the proposed reduction of share capital, the petition is hereby allowed. The special resolution passed by the petitioner company in its EGM held on 25th July 2012 for reduction of its share capital is approved. The form of minutes proposed to be registered, as placed on record, is also approved.

15. A certified copy of this order will be filed with the ROC within 30 days from the date of receipt of this order. The ROC, on receipt of the certified copy of this order and minutes approved by this Court, is directed to register the same and effect the necessary alteration with regard to the petitioner company.

16. The notice of registration of this order, the special resolution and minutes, by the ROC shall be published by the Petitioner company in the Business Standard (English) and Dainik Bhaskar (Hindi) both Delhi edition, within 21 days of such registration.

17. The Petition stands allowed in the above terms. Order be given dasti. R. V. EASWAR, J.

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