IN THE SUPREME COURT OF SEYCHELLES

Reportable
CC 17/2025

IN THE MATTER OF SANGATTA HOLDINGS LIMITED AND IN THE MATTER OF THE COMPANIES ACT 1972
(rep. by Mr. Basil Hoareau)

Neutral Citation:	*In the Matter of Sangatta Holdings Limited (CC17/2025)*
Before:	Burian N
Heard:	14th July 2025
Delivered:	25th July 2025

ORDER

- I therefore confirm the reduction the share capital of the Petitioner from United State Dollars 300,000,000/- divided into 300,000,000 ordinary shares with a nominal value of United State Dollars one (1) each to a share capital of United State Dollars two (2) divided into Two (2) ordinary shares with a nominal value of United States Dollars one (1) each.

- I further order the cancellation of 298,000,000 shares including the cancellation of the issued shares and the repayment of the paid-up share capital to the sole shareholder of the Company in respect of the shares that have been issued.

- The Petitioner shall submit a copy of this Order to the Registrar of Companies for registration as required by section 66 of the Companies Act.

RULING

BURIAN J

Background facts:

[1] The Petitioner is a company registered under the Companies Act 1972 having company registration number 846402-6. Its registered office is situated at c/o Abacus (Seychelles) Limited, Mont Fleuri, Mahe, Seychelles.

[2] At the time of incorporation, the Petitioner had an authorised share capital of United States Dollars 300,000,000/- divided into 300,000,000 ordinary shares with a nominal value of one (1) United States Dollar each.

[3] By a written unanimous declaration signed by the sole shareholder of the company dated 10th October 2024, it was resolved that the share capital of the company would be altered and reduced to a share capital of United States dollars two (2) divided into Two (2) ordinary shares with a nominal value of United States dollar one (1) each.

[4] The Company has not carried out any trade and according to the affidavit in support of the petition it has no creditors.

[5] The Company has issued and allotted 181,162,401 shares out of the 300,000,000 shares and the paid-up share capital in respect of the issued shares is USD 181,161,401/-.

[6] The reduction of the share capital in accordance with the resolution would entail-

I. The cancellation of 298,000,000 shares, which would include the cancellation of 181,162,199 of the issued shares; and

II. The repayment of the paid-up share capital to the sole shareholder of the company- in respect of 181,162,199 shares that have been issued and allotted and are proposed to be cancelled- in the sum of USD 181,161,199/-.

Law and Analysis:

[7] Pursuant to 63 of the Companies Ordinance 1972-

"63(1) Subject to confirmation by the court, a company may by special resolution reduce its share capital in any way, and in particular, without prejudice to the generality of the foregoing power, may

(a)extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or

(b)either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost or unrepresented by available assets; or

(c)either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the company; and may, in connection with the reduction, alter its memorandum by reducing the amount of its nominal capital and the nominal value of its shares."

[8] Further section 64 goes on to state:

64(1) "Where a company has passed a resolution for reducing share capital, it may apply to the court for an order confirming the reduction."

[9] Section 64(2) covers notice to all creditors which in this case is not applicable as the court has been notified that there are no creditors.

[10] If the court is satisfied that there are no creditors to make objections to give consent then it may make an order confirming the reduction on such terms and conditions as it thinks fit pursuant to section 65 (1). In deciding whether to confirm a reduction of share capital the court shall take into account:

(a)if the liability to pay unpaid capital in respect of a class of shares is cancelled or reduced, or if the capital in respect of a class of shares is to be repaid wholly or in part, the sufficiency of the assets of the company to provide for the repayment of the capital in respect of all classes of the company's shares which rank for repayment of capital before that class of shares;

(b)if liability to pay unpaid capital is cancelled or reduced as aforesaid, or if capital is to be repaid as aforesaid, in respect of a class of shares, the sufficiency of the profits which the company is likely to earn in the future to provide for the fixed dividends on all classes of the company's preference shares which rank for payment of a fixed dividend before that class of shares; and (c)*the desirability of not cancelling the whole of the nominal value of shares, except, on a repayment of paid-up share capital.*

[11] I have carefully studied the Petition and supporting by the affidavit of Silvia Vanessa George, who has been duly authorised to swear the same. I am satisfied that the resolutions have been passed in accordance with the provisions of the Companies Act and the Memorandum of Association of the company. I am also satisfied that the reduction and payments would not prejudice any shareholder and that there are no creditors of the company.

Conclusion and orders:

[12] I therefore confirm the reduction the share capital of the Petitioner from United State Dollars 300,000,000/- divided into 300,000,000 ordinary shares with a nominal value of United State Dollars one (1) each to a share capital of United State Dollars two (2) divided into Two (2) ordinary shares with a nominal value of United States Dollars one (1) each.

[13] I further order the cancellation of 298,000,000 shares including the cancellation of the issued shares and the repayment of the paid-up share capital to the sole shareholder of the Company in respect of the shares that have been issued.

[14] The Petitioner shall submit a copy of this Order to the Registrar of Companies for registration as required by section 66 of the Companies Act.

Signed, dated and delivered at Ile du Port on 25th July 2025.

Burian J