

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 79 OF 2015

In the matter of the Companies Act,  
1 of 1956 and other relevant  
provisions of the Companies Act,  
2013;

AND

In the matter of Sections 391 to 394  
of the Companies Act, 1956 and  
other relevant provisions of the  
Companies Act, 2013;

AND

In the matter of Scheme of  
Amalgamation of ASSOCIATED  
INDUSTRIES CONSUMER PRODUCTS  
PRIVATE LIMITED, (the Transferor  
Company) WITH JYOTHY CONSUMER  
PRODUCTS MARKETING LIMITED, (the  
Transferee Company)

ASSOCIATED INDUSTRIES )  
CONSUMER PRODUCTS PRIVATE )  
LIMITED, a company incorporated )  
under the Companies Act, 1956 )

having its registered office at 'UJALA )  
 HOUSE' Ramkrishna Mandir Road, )  
 Kondivita, Andheri (East), Mumbai - )  
 400 059.

...Applicant Company.

Called Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 6<sup>th</sup> February, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 7<sup>th</sup> January, 2015 Ms. Neetu Kashiramka, Authorised Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

1. That the convening and holding the meeting of the Equity Shareholders of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ASSOCIATED INDUSTRIES CONSUMER PRODUCTS PRIVATE LIMITED, (the Transferor Company) with JYOTHY CONSUMER PRODUCTS MARKETING LIMITED, (the Transferee Company) is dispensed with in view of the consent

given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.

2. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 18 of the Affidavit in support of Summons for Direction.
  
3. That the convening and holding the meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ASSOCIATED INDUSTRIES CONSUMER PRODUCTS PRIVATE LIMITED, (the Transferor Company) with JYOTHY CONSUMER PRODUCTS MARKETING LIMITED, (the Transferee Company) is dispensed with in view of the consent given by the Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit 'D-1' to 'D-11'** to the Affidavit in support of Summons for Direction .

(S. J.Kathawalla, J.)