

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 495 OF 2015**

In the matter of Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of Nandalal Fruit Processors Private Limited

WITH

Kamdhenu Pickles and Spices Industries Private Limited

AND

Their respective shareholders

Kamdhenu Pickles and Spices Industries Pvt. Ltd.)	
a company incorporated under)	
the Companies Act, 1956)	
having its registered at)	
1379 Bhayani Pethkrishi,)	
Bhayan, Pune 411042)	... Applicant Company

Called for Summons for Directions for hearing

Mr. Abhimanyu Kharote, i/b. Ms. Prachi Manekar & Mr. Shalabh Krishnan,
Advocates for the Applicant

Coram: S. C. Gupte J.

Date: 03rd July, 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Directions **AND UPON HEARING** Mr. Abhimanyu Kharote instructed by Ms. Prachi Manekar & Mr. Shalabh Krishnan, Advocates for the Applicant Company **AND UPON READING** the Affidavit dated 5th January, 2015 of Mr. Dhananjay Navlakha, Director of the Applicant Company, in support of Company Summons for Directions and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of 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 Nandalal Fruit Processors Private Limited with Kamdhenu Pickles and Spices Industries Private Limited and their respective Shareholders, is dispensed with in view of the consent given by all the 24 Equity Shareholders of the Applicant Company, which are annexed as **Exhibits I-1 to I-24** to the Affidavit in support of Company Summons for Direction.
2. The convening and holding the meeting of the Secured 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 Nandalal Fruit Processors Private Limited with Kamdhenu Pickles and Spices Industries Private Limited and their respective Shareholders, is dispensed with in view of the averment made in Paragraph 20 of the Affidavit in support of the Company Summons for Directions inter alia stating that there is no arrangement and/or compromise with the Secured Creditors and their rights will not be affected by the proposed Scheme of Amalgamation and the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by R.P.A.D to all

its Secured Creditors and also publish the same in two local daily newspapers viz 'Economic Times' in English language and translation thereof in 'Maharashtra Times' in Marathi language, both having circulation in Pune. The said undertaking is accepted.

3. The convening and holding the meeting of the Unsecured Loan 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 Nandalal Fruit Processors Private Limited with Kamdhenu Pickles and Spices Industries Private Limited and their respective Shareholders, is dispensed with in view of the averment made in Paragraph 21 of the Affidavit in support of the Company Summons for Directions inter alia stating that there is no arrangement and/or compromise with the Unsecured Loan Creditors and their rights will not be affected by the proposed Scheme of Amalgamation and the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by R.P.A.D to all its Unsecured Loan Creditors and also publish the same in two local daily newspapers viz 'Economic Times' in English language and translation thereof in 'Maharashtra Times' in Marathi language, both having circulation in Pune. The said undertaking is accepted.

4. 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 Nandalal Fruit Processors Private Limited with Kamdhenu Pickles and Spices Industries Private Limited and their respective Shareholders, is dispensed with in view of the averment made in Paragraph 22 of the Affidavit in support of the Company Summons for Directions inter alia stating that there is no arrangement and/or compromise with the Unsecured Creditors and

their rights will not be affected by the proposed Scheme of Amalgamation and the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by R.P.A.D to all its Unsecured Creditors and also publish the same in two local daily newspapers viz 'Economic Times' in English language and translation thereof in 'Maharashtra Times' in Marathi language, both having circulation in Pune. The said undertaking is accepted.

(S. C. Gupte, J.)