IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO.115 OF 2015
IN
COMPANY SUMMONS FOR DIRECTION NO. 896 OF 2014

In the matter of the Companies Act, 1956

And

In the matter of Sections 391 to 394 read, with Sections 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013;

And

In the matter of Uttam Value Steels Limited;

And

In the matter of Scheme of Arrangement between

Uttam Value Steels Limited ("UVSL" or "Demerged Company");

And

Lloyds Steels Industries Limited ("LSIL" or "Resulting Company")

And

their respective shareholders and creditors.

Uttam Value Steels Limited, a company)
incorporated under the Companies Act, 1956)
and having its registered Office at)
Uttam House 69, P D'Mello Road)
Mumbai 400009, Maharashtra)

Applicant Company/ Demerged Company

Called for Company Application for hearing

Mrs. Cynthia Pereira i/b Rajani Associates, Advocate for the Applicant

Coram: S. J. Kathawalla, J.
Dated: 10th April, 2015

MINUTES OF THE ORDER

1) Learned Advocate for the Applicant Company states that pursuant to the Order dated 12th December 2014 passed by this Hon'ble Court in the Company Summons for Direction No.896 of 2014, the meeting of the Equity Shareholders and Secured Creditors was to be held on January 22, 2015. The Learned Advocate for the Applicant Company states that at the meeting of the Equity Shareholders held on January 22, 2015, the Scheme was approved by requisite majority of Equity Shareholders and the Chairman's Report for the same was filed with the Hon'ble Court on 23rd January 2015. However, the meeting of the Secured Creditors could not be held due to lack of quorum. Hence, the Company Scheme Petition was not filed as per the Rule 79 of the Companies Court Rules 1959.

2) Learned Advocate for the Applicant Company states that the

meeting of the Secured Creditors could not be held due to lack of quorum. Hence, the Applicant Company by the present Company Application seeks the direction of the Court to held the meeting of the Secured Creditors and that the Applicant Company may be permitted to file the Company Scheme Petition within seven days of the filing of the Report by the Chairman of the meeting of the Secured Creditors. Applicant Company is permitted to file the Company Scheme Petition accordingly.

3) Perused the Affidavit in Support of the Company Application and the Exhibits thereto referred. IT IS ORDERED THAT:

(I) That a meeting of the Secured Creditors of the Applicant Company shall be convened and held on Wednesday, 20th day of May, 2015 at 11:00 AM at the registered office of the Applicant Company at Uttam House 69, P D'Mello Road, Mumbai 400009, Maharashtra, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Uttam Value Steels Limited (*"UVSL" or "Demerged Company"*) and Lloyds Steels Industries Limited (*"LSIL" or "Resulting Company"*) and their respective shareholders and creditors.

(II) That in addition, at least 21 clear days before the meeting to be held as aforesaid, a notice convening the said meeting of the Secured Creditors at the place and respective time aforesaid, together with a copy of the Scheme of Arrangement, a copy of the statement required to be send under Section 393 and the prescribed form of proxy, shall be sent by Registered Post Acknowledgement Due (RPAD)/ Speed Post to each of the Secured Creditors at their respective registered and/or last known addresses as per the records of the Applicant Company.

(III) That at least 21 clear days before the meeting to be held as aforesaid, an advertisement convening the said meeting, at the place and time aforesaid and stating that copies of the proposed Scheme of Arrangement and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956; and form of proxy, can be obtained free of charge at the registered office of the Applicant Company, at Uttam House 69, P D'Mello Road, Mumbai 400009, Maharashtra, shall be published once in two local news papers viz. "Free Press Journal" in English language and translation thereof in "Navshakti" in Marathi language, both circulated in Mumbai.

(IV) Publication of notice of meeting of the Secured Creditors in the Maharashtra Government Gazette is dispensed with.

(V) That the settling and approving of the form of advertisement, form of proxy, the form of notice, the Statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 to accompany the notice by the Company Registrar of this Court is dispensed with. The Applicant Company undertakes to:-

i. advertise the Notice convening meeting as per Form No.38 (rule 74);
ii. issue Notice convening meeting of the Secured Creditors as per Form No.36 (Rule 73);
iii. issue Statement containing all the particulars as per Section 393 of the Companies Act, 1956;
iv. Issue Form of Proxy as per Form No.37 (Rule 73)

The said undertaking is accepted

(VI) That Mr. B L Khanna, Director of the Applicant Company and failing him Shri Rajiv Munjal, Whole time Director of the Applicant Company and failing him Shri Rajinder Miglani, Chairman of the Applicant Company, is appointed as the Chairman for the meeting of Secured Creditors to be held at the registered office of the Applicant Company at Uttam

House 69, P D'Mello Road, Mumbai 400009, Maharashtra, on Wednesday, 20^{th} day of May, 2015 at 11:00 a.m., or any adjournment or adjournments thereof.

(VII) The Chairman appointed for the aforesaid meeting to issue the advertisement and send out the notices of the meeting referred to above. It is further directed that the Chairman of the meeting shall have all powers as per the Articles of Association and also under the Companies (Court) Rules, 1959 in relation to conduct the meeting including for deciding any procedural questions that may arise at the meeting or at any adjournment or adjournment(s) to the Scheme of Arrangement for Resolutions if any, proposed at the meeting by any person(s) and to ascertain the decision of or the sense of the meeting by a poll.

(VIII) That the quorum for the meeting of Secured Creditors shall be two Secured Creditors present in person or by its authorised representative.

(IX) That voting by proxy/authorized representative is permitted, provided that a proxy in the prescribed form/authorization duly signed by the person entitled to attend and vote at the aforesaid meeting, is filed with the Applicant Company at its registered office at Uttam House 69, P D'Mello Road, Mumbai

400009, Maharashtra, not later than 48 hours before the meeting, as provided under Rule 70 of the Company (Court) Rules, 1959.

(X) That the number and value of the vote of the Secured Creditors shall be in accordance with the books of the Applicant Company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meeting.

(XI) That the Chairman to file not less than Seven days before the date fixed for the holding of the Meeting and do report this Hon'ble Court that the direction regarding the issue of notices and advertisement have been complied with.

(XII) That the Chairman appointed for the meeting to report to this Court the result of the said meeting within Thirty days of the conclusion of the meeting and the said report shall be verified by his Affidavit.

4) The Company Application is disposed off accordingly.

(S. J. Kathawalla, J.)