IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 175 OF 2015

In the matter of the Companies Act, 1956

AND

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

AND

In the matter of Liberty Investments Private Limited, a company incorporated under the provisions of the Companies Act, 1956

AND

In the matter of Scheme of Amalgamation

OF

Liberty Foods Private Limited

… First Transferor Company

AND

Liberty Industries Private Limited

… Second Transferor Company

WITH

Liberty Investments Private Limited

…Transferee Company

AND

Their Respective Shareholders

Liberty Investments Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 83, Jail Road,(South),Mumbai – 400009.

… Applicant / Transferee Company

Called Summons for Direction for Hearing

Mr. Naser Ali Rizvi i/b. M/s. Thakore Jariwala & Associates, Advocates for Applicant.

Coram: S. J. Kathawalla, J.

Date: 27th February, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant above named by Company Summons for Direction AND UPON hearing Mr. Naser Ali Rizvi, instructed by M/s. Thakore Jariwala and Associates, Advocates for the Applicant Company AND UPON reading the Affidavit dated 7th February, 2015 of Mr. Radhakrishna T Devadiga, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein, IT IS ORDERED THAT:

1. 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 Scheme of Amalgamation of Liberty Foods Private Limited, First Transferor Company and Liberty Industries Private Limited, Second Transferor Company, with Liberty Investments Private Limited, Transferee Company and their respective shareholders, is or dispensed with in view of the consents given by all the nine Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "O-1 to O-9"** to the Affidavit in Support of the Company Summons for Direction.

2. There are no Secured Creditors of the Applicant Company, as mentioned in paragraph 34 of the Affidavit in Support of Company Summons for

Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. 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 Scheme of Amalgamation of Liberty Foods Private Limited, First Transferor Company and Liberty Industries Private Limited, Second Transferor Company, with Liberty Investments Private Limited, Transferee Company and their respective shareholders, is dispensed with in view of consents given by some of its Unsecured Creditors of the Applicant Company, which are annexed as Exhibits 'Q-1' to 'Q-6' to the Affidavit in Support of the Summons for Direction and in view of the averment made in paragraph 35, of the Affidavit in support of the Company Summons for Direction *inter alia* stating that the assets of the Applicant Company and Transferor Companies are sufficient to meet all their liabilities and the said scheme will not adversely affect the rights of any of the Unsecured creditors of the Applicant Company in any manner whatsoever as there is no sacrifice is called from any of creditors of the Applicant Company and in view of the undertaking given by the Applicant Company to issue individual notice of the date of hearing of the Petition by Registered Post A.D./ Airmail to the remaining Unsecured Creditor whose consent is not obtained and also publish the same in two newspapers namely "Free Press Journal" in English language and translation thereof in "Navshakti" in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

(S. J. Kathawalla, J.)