IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 237 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, Section 100 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Amalgamation and Arrangement between VIKRAM SEEDS PRIVATE LIMITED, ("Vikram" or "the First Transferor Company") and JOHN FOWLER (INDIA) PRIVATE LIMITED ("John" or "the Second Transferor Company") and BARWALE SEEDS PRIVATE LIMITED ("Barwale" or "the Third Transferor Company" or " the First Demerged Company") and JALNA SEEDS PROCESSING AND REFRIGERATION COMPANY LIMITED ("Jalna "or "the Fourth Transferor Company" or "the Second Demerged Company") with SUNGRO SEEDS LIMITED ("Sungro" or "the Transferee Company" or "the Resulting Company").

VIKRAM SEEDS PRIVATE LIMITED,)
(Formerly Marathawada Engineers)
Private Limited), a company)

incorporated under the Companies)
Act, 1956 having its registered office)
at 19, Raj Mahal, 84, Veer Nariman
Road, Mumbai- 400020. ...Applicant Company.

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

Coram: S.J. Kathawalla, J.

Date: 20th March, 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 11th February, 2015 Mr. Subbarao Appemane, Director 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 and Arrangement between VIKRAM SEEDS PRIVATE LIMITED, ("Vikram" or "the First Transferor Company") and JOHN FOWLER (INDIA) PRIVATE LIMITED ("John" or "the Second Transferor Company") and BARWALE SEEDS PRIVATE

LIMITED ("Barwale" or "the Third Transferor Company" or " the First Demerged Company") and JALNA SEEDS PROCESSING AND REFRIGERATION COMPANY LIMITED ("Jalna "or "the Fourth Transferor Company" or "the Second Demerged Company") with SUNGRO SEEDS LIMITED ("Sungro" or "the Transferee Company" or "the Resulting Company") is dispensed with in view of the consent given by all the Eleven Equity Shareholders of the Applicant Company, which are annexed as 'C-1' to 'C-11' to the Affidavit in support of Summons for Direction.

2. That the convening and holding of 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 and Arrangement between VIKRAM SEEDS PRIVATE LIMITED, ("Vikram" or "the First Transferor Company") and JOHN FOWLER (INDIA) PRIVATE LIMITED ("John" or "the Second Transferor Company") and BARWALE SEEDS PRIVATE LIMITED ("Barwale" or "the Third Transferor Company" or " the First Demerged Company") and JALNA SEEDS PROCESSING AND REFRIGERATION COMPANY LIMITED ("Jalna "or "the Fourth Transferor Company" or "the Second Demerged Company") with SUNGRO SEEDS LIMITED ("Sungro" or "the Transferee Company" or "the Resulting

Company"), is dispensed with in view of the consent given by both the Secured Creditors of the Applicant Company, which are annexed as 'D-1' and 'D-2' to the Affidavit in support of Summons for Direction.

3. The meeting of the Unsecured Creditors of VIKRAM SEEDS PRIVATE LIMITED, the Applicant Company be convened and held at Resham Bhavan, 2nd Floor, 78, Veer Nariman Road, Mumbai 400 020, Maharashtra, INDIA, on Monday, 11th May 2015 at 12 noon for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation and Arrangement between VIKRAM SEEDS PRIVATE LIMITED, ("Vikram" or "the First Transferor Company") and JOHN FOWLER (INDIA) PRIVATE LIMITED ("John" or "the Second Transferor Company") and BARWALE SEEDS PRIVATE LIMITED ("Barwale" or "the Third Transferor Company" or " the First Demerged Company") and JALNA SEEDS PROCESSING AND REFRIGERATION COMPANY LIMITED ("Jalna "or "the Fourth Transferor Company" or "the Second Demerged Company") with SUNGRO SEEDS LIMITED ("Sungro" or "the Transferee Company" or "the Resulting Company").

4. At least 21 clear days before the meeting of Unsecured Creditors of the Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, day, date and

time aforesaid, together with a copy of the Explanatory Scheme of Amalgamation and Arrangement, a copy of the statement required to be sent under Section 393 of the Companies Act 1956 or corresponding provisions of Companies Act, 2013 and the prescribed form of proxy, shall be sent by RPAD/ speed post to each of the Unsecured Creditors at their respective registered or last known address as per the record of the Applicant Company.

5. At least 21 clear days before the meeting of Unsecured Creditors of the Applicant Company to be held as aforesaid, an advertisement convening the said meeting, at the place, day, date and time aforesaid and stating that copies of the proposed Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 or corresponding provisions of the Companies Act, 2013 and form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and/or at the office of its Advocates M/s. RAJESH SHAH & CO, 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai 400 001, shall be published once each in two local news papers viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai.

6. Publication of notice of meeting of the unsecured Creditors of the Applicant Company in the Maharashtra Government Gazette is dispensed with.

7. The settling and approving of the form of advertisement, form of proxy, the form of notice, the ExplanatoryStatement required to be furnished pursuant to Section 393 of the Companies Act,1956 to accompany the notice to be issued to the Unsecured Creditors of the Applicant Company by the Company Registrar of this Court is dispensed with. The Applicant Company undertakes with respect to the meeting of the Unsecured Creditors to:-

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

   The undertaking is accepted.

8. Mr. Suresh Achar, Director of the Applicant Company or failing him Mr. Subbarao Appemane, Director or failing him, Mr. S.S.Agrawal, Director shall be the Chairman for

the above meeting of Unsecured Creditors to be held at Resham Bhavan, 2nd Floor, 78, Veer Nariman Road, Mumbai 400 020, Maharashtra, INDIA on Monday, 11th May 2015 at 12 noon or any adjournment or adjournments thereof.

9. The Chairman appointed for the aforesaid meeting to issue the advertisement and send out the notices of the meeting of Unsecured Creditors referred above. It is further directed that The said Chairman shall have all powers as per the Articles of Association and also under the Companies (Court) Rules, 1959 or any re-enactment thereof upon effectiveness of companies Act, 2013 in relation to conduct of the meeting including for deciding any procedural questions that may arise at the meeting or at any adjournment or adjournment(s) thereof of any matter including an amendment to the Scheme or 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.

10. The quorum for the aforesaid meeting of the Unsecured Creditors shall be 10 (Ten) Unsecured Creditors of the Company present in person.

11. The voting by proxy/ authorized representative in case of body corporate is permitted, provided that a proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its registered office at 19, RajMahal, 84, Veer Nariman Road, Mumbai 400 020 not later than 48 hours before the meeting, as provided under Rule 70 of the Companies (Court) Rules, 1959.

12. The number and value of the vote of Unsecured Creditors shall be in accordance with the books/ register of the Applicant Company and where the entries in the books/ register are disputed, the Chairman shall determine the value for the purpose of the aforesaid meeting and his decision that would be final.

13. The Chairman of the meeting of service as per Rule 76 of Company Court Rules, 1959 to file affidavit not less than Seven days before the date fixed for the holding of the Meeting and do report this Court that the direction regarding the issue of notices and advertisement have been duly complied with.

14. That the Chairman of the meeting do report to this Court the result of the said meeting within Thirty days of the

conclusion of the meeting of Unsecured creditors and the said report shall be verified by his affidavit.

(S. J.Kathawalla, J.)