IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 238 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")

JOHN FOWLER (INDIA) 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.

<u>Called Summons for Direction</u>

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. R.B.Barwale, 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 five Equity Shareholders of the Applicant Company, which are annexed as **Exhibit ‘C-1’ to ‘C-5’** 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 33 of the Affidavit in support of Summons for Direction.

3. That the convening and holding of 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 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 averments made in paragraph 34 of the Affidavit in support of the Summons

for Direction inter alia stating that so far as Unsecured Creditors of the Applicant Company are concerned all of them are in the nature of sundry/trade creditors arising from the day-to-day business activities of the Applicant Company and that the Unsecured Creditor will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Applicant Company after the proposed amalgamation as it will be far more than its liabilities and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same 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. The said undertaking is accepted.

(S. J.Kathawalla, J.)