

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 240 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").

JALNA SEEDS PROCESSING AND)
REFRIGERATION COMPANY 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

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 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 Eight Equity Shareholders of the Applicant Company, which are annexed as **Exhibit ‘C-1’ to ‘C-8’** to the Affidavit in support of Summons for Direction.

2. That the convening and holding the meeting of the Preference 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

both the Preference shareholders of the Applicant Company, which are annexed as **Exhibit ‘D-1’ and ‘D-2’** to the Affidavit in support of Summons for Direction

3. 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 34 of the Affidavit in support of Summons for Direction.
4. That 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 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 the Ten Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit ‘E-1’ to ‘E-10’** to the Affidavit

in support of Summons for Direction.

(S. J.Kathawalla, J.)