

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 550 OF 2015.

In the matter of Companies Act, 1956 (1 of 1956) and the
Companies Act, 2013;

AND

In the matter of Sections 391-394 and other applicable
provisions of the Companies Act, 1956 and other
applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of

Target Marketing Private Limited (“TMPL” or the
Transferor Company No.1),

Sparkling Stars Seafoods Private Limited (“SSSPL” or the
Transferor Company No.2), and

Mentor Exports & Services Private Limited (“MESPL” or
the Transferor Company No.3)

WITH

Pickwick Hygienic Products Private Limited (“PHPPL”
or “Transferee Company”).

Pickwick Hygienic Products Private)
Limited Company incorporated under)
the provisions of the Companies Act,)
1956 and having its Registered Office)
at Atur House Flat “C” 87-A, Dr.)
Annie Besant Road, Worli, Mumbai)
400018, State of Maharashtra.)

) Applicant Company

Ms. Pallavi Mehta i/b M/s. Malvi Ranchoddas & Co., Advocates for the Applicant Company

Coram:-S.C.Gutpe, J.
Dated: 24th July 2015.

MINUTES OF ORDER

UPON the Application of the Applicant Company abovenamed by a Summons for Direction and **UPON HEARING** Advocate for the Applicant Company, **AND UPON READING** THE Affidavit dated 13th February 2015 of Kamal Kodumal Hemnani Director of the Applicant Company in support of the Summons for Direction and the Exhibits therein referred to **IT IS ORDERED THAT:**

- (I) The convening and holding the meeting of 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 Arrangement / Amalgamation of Target Marketing Private Limited (TMPL), Sparkling Stars Seafoods Private Limited (SSSPL), Mentor Exports & Services Private Limited (MESPL) and Pickwick Hygienic Products Private Limited (PHPPL) is dispensed in view of the consents given by all the three Equity Shareholders of the Applicant Company which is annexed as “**Exhibit S-1”, S-3**” to the Affidavit dated 13th day of February 2015 in Support of Summons for Direction.
- (II) The convening and holding of the meeting of Preference Shareholders and/or Debenture Holders of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Target Marketing Private Limited (TMPL), Sparkling Stars Seafoods Private Limited (SSSPL), and Mentor Exports & Services Private Limited (MESPL) (collectively the “Transferor Companies”) with Pickwick Hygienic Products Private Limited (PHPPL) is dispensed with in view of the averments made in Paragraph 31 of the Affidavit in Support of the Company Summons for Direction.
- (III) There are is only one Secured Creditor of the Applicant Company as mentioned in paragraph No.28 (a) of the Affidavit dated 13th day of February 2015 in Support

of Summons for Direction, hence the question of convening and holding the meeting of Secured Creditors does not arise.

- (IV) The Applicant Company has been granted a packing credit facility of Rs. 14,00,00,000/- (Rupees Fourteen Crores only) with Punjab National Bank. The Applicant Company has not drawn down on this facility as on date and hence the consent from Punjab national Bank is not required.
- (V) The convening and holding the meeting of 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 Arrangement / Amalgamation between Target Marketing Private Limited (TMPL) , Sparkling Stars Seafoods Private Limited (SSSPL), Mentor Exports & Services Private Limited (MESPL) and Pickwick Hygienic Products Private Limited (PHPPL), is dispensed in view of the averments made in paragraph 29 (a) to 29 (h) read alongwith the consents given by two Primary Unsecured Creditors i.e. Franz Haas and State Bank of India to whom the Applicant owns an aggregate amount of Rs. 4,72,73,567. The consents of whom are annexed as **Exhibit W-1 and W-2.**

(S. C. GUPTE, J.)