IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 360 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956) and to the extent applicable provisions of the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 55 of the Companies Act, 2013;

AND

In the matter of SCHEME OF AMALGAMATION BETWEEN SOVEN TRADING & INVESTMENT COMPANY PRIVATE LIMITED (FIRST TRANSFEROR COMPANY) AND SUDIPTA TRADING & INVESTMENT COMPANY PRIVATE LIMITED (SECOND TRANSFEROR COMPANY) AND TRANSGENE TRADING & INVESTMENT COMPANY PRIVATE LIMITED (THIRD TRANSFEROR COMPANY) AND ANAND SYNTHOCHEM LIMITED (FOURTH TRANSFEROR COMPANY) AND FDC LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

ANAND SYNTHOCHEM LIMITED, a company incorporated under the Companies Act, 1956 and having its registered office at 142, Ghaswala Estate, S.V. Road, Jogeshwari (West) Mumbai – 400102. ) ... Applicant Company.

Called Summons for Direction for hearing

Mr. Tushar Shah i/b M/s. Vaish Associates, Advocates for the Applicant

Coram: S. J. Kathawalla, J.

Date: 24th April 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by Company Summons for Direction AND UPON HEARING Mr. Tushar Shah instructed by M/s. Vaish Associates, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 27th February 2015 of Ms. Varsharani Katre, Authorized Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:-

1. The convening and holding of 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 between Soven Trading & Investment Company Private Limited (First Transferor Company), Sudipta Trading & Investment Company Private Limited (Second Transferor Company), Transgene Trading & Investment Company Private Limited (Third Transferor Company) and Anand Synthochem Limited (Fourth Transferor Company) with FDC Limited (Transferee Company) and their respective shareholders and creditors, is dispensed with in view of the consents given by all the seven Equity Shareholders of the

Applicant Company, which are annexed as Exhibits “C-1” to “C- 7” to the Affidavit in support of the Summons for Direction.

2. There are no Secured Creditors of the Applicant Company as mentioned in paragraph 39 of the Affidavit in support of Summons for Directions. Hence, the question of convening and holding the meetings of Secured Creditors of the Applicant Company does not arise.

3. 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, the proposed Scheme Of Amalgamation between Soven Trading & Investment Company Private Limited (First Transferor Company), Sudipta Trading & Investment Company Private Limited (Second Transferor Company), Transgene Trading & Investment Company Private Limited (Third Transferor Company) and Anand Synthochem Limited (Fourth Transferor Company) with FDC Limited (Transferee Company) and their respective shareholders and creditors, is dispensed with in view of the consent given by its Unsecured Creditor of the Applicant Company, which is annexed as Exhibit “D-1” to the Affidavit in support of the Summons for Direction.

(S. J. Kathawalla, J)