

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 394 OF 2015

In the matter of Companies Act, 1956

And

In the matter of Application under Sec 391 &
394 of the Companies Act, 1 of 1956

And

In the matter of GUARDIAN STEELS
PRIVATE LIMITED, a Company incorporated
under the Companies Act, 1956,

And

In the matter of Amalgamation of GUARDIAN
STEELS PRIVATE LIMITED, the Transferor
Company

WITH

GUARDIAN CASTINGS PRIVATE LIMITED,
the Transferee Company and their
shareholders

GUARDIAN STEELS PRIVATE LIMITED)
a Company incorporated under the)
Companies Act, 1956 having its registered)
offices at 414, 415, 416, Mahinder Chambers)

Premises Ltd., WT Patil Marg, Opp. Duke)
Factory Chembur, Mumbai 400 071.)....Applicant Company

Called for Summons for Hearing

Ms. Priyanka Khimani i/b M/s. Khimani & Associates, Advocates for the Applicant

Coram: S. J. Kathawalla, J

Date: 11.05.2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by Company Summons for Directions AND UPON HEARING Ms. Priyanka Khimani, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 4th day of March, 2015 of Ms. Harshika Badricha, authorized signatory of the Applicant Company, authorized to make an Affidavit in Support of Company Summons for Directions and Exhibits thereto, IT IS ORDERED:-

(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, approve with or without modification(s), the proposed Scheme of Amalgamation of Guardian Steels Private Limited, the Transferor Company with Guardian Castings Private Limited, the Transferee Company is dispensed with in view of the consent given by all Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'F1 to F12' to the affidavit in support of Company Summons for Directions. In Exhibit 'F3' of the

aforesaid Company Scheme Petition, the concerned equity shareholder has consented to the proposed Scheme of Amalgamation and has signed the consent letter in a vernacular language, however, the contents of the consent letter have been duly explained to the said shareholder by Adv. Beena Pillai.

(2) That there are no Secured Creditors of the Applicant Company, as stated in paragraph 13 (thirteen) of the Affidavit in Support of the Company Summons for Direction. Hence, the question of convening and holding of the meeting of Secured Creditors does not arise.

(3) That there are 3 (three) Unsecured Sundry Creditors of the Applicant Company, as stated in paragraphs 14 (fourteen) and 14A (fourteen A) of the Affidavit in Support of the Company Summons for Direction, and the Applicant Company accordingly, undertakes to issue individual notices to all its Unsecured Sundry Creditors by R.P.A.D. and also publish the same in 2 (two) newspapers, viz; Free Press Journal, in English language and Maharashtra Times in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S. J. Kathawalla, J)