

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 389 OF 2015

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

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of
Aruvin Stone Machines Marketing Private
Limited with Rajasthan Udyog and Tools
Private Limited and their respective
shareholders

Rajasthan Udyog and Tools)
Private Limited is a Private)
company incorporated under the)
Company Act, 1956 having its)
registered office at 402 ,Vaastu)
Darshan "B" 4th Floor, Above)
Central Bank of India, Azad Road,)
Andheri (E), Mumbai-400 069, in)
the State of Maharashtra.)

.....Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates
for the Applicant Company

Coram: S.J. Kathawalla, J.

Date: 8th May, 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company
Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by
Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON**
READING the Affidavit dated 25th day of March, 2015 of Mr. Suresh Kumar
Gupta, Authorised Signatory of the Applicant Company, in support of Company
Summons for Direction, and the Exhibits there in referred to, **IT IS ORDERED**
THAT:

1. 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 of Aravin Stone Machines Marketing Private Limited
with Rajasthan Udyog and Tools Private Limited and their respective
shareholders, is dispensed with, in view of the consent given by all the
Twenty Two Equity Shareholders of the Applicant Company, which are
annexed as Exhibits “G-1” to “G-22” to the Affidavit in support of the
Company Summons for Direction.

2. The question of convening and holding the meeting of the Secured Creditors of the Applicant Company does not arise since there are no Secured Creditors in the Applicant Company as stated in paragraph 13 of the Affidavit in Support of the Company Summons for Direction.
3. 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 of Aruv Stone Machines Marketing Private Limited with Rajasthan Udyog and Tools Private Limited and their respective shareholders, is dispensed with, in view of averments made in paragraph 13a of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the present Scheme of Amalgamation is an arrangement between the Applicant Company and its Shareholders as contemplated under Section 391(1) (b) and not in accordance with the provisions of Section 391(1) (a) of the Companies Act, 1956, as there is no compromise and/or arrangement with the creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Unsecured Creditors by RPAD and also publish the same in two local newspapers namely '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)