

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTIONS NO.413 OF 2015

In the matter of the Companies Act,
1956;

And

In the matter of Sections 391 to 394
of the said Act;

And

In the matter of Sealed Air (India)
Private Limited;

And

In the matter of the Scheme of
Amalgamation of Diversey (India)
Private Limited with Sealed Air
(India) Private Limited.

Diversey (India) Private Limited,)

a Company incorporated under the)

Companies Act, 1956 and having its)

registered Office at 501, 5th floor,)

Ackruti Centre Point, MIDC Central Road)

Andheri East, Mumbai – 400 093.)..... Applicant Company

Called for Summons for Directions

Ms. Kirtida Chandarana i/b Mr. Mahernosh Humranwala, Advocate for the
Applicant Company

Coram: S. C. Gupte, J.
Date: 12th June, 2015

MINUTES OF THE ORDER

UPON THE APPLICATION of the Applicant Company abovenamed by
a Summons for Directions AND UPON HEARING Ms. Kirtida Chandarana i/b

Mahernosh Humranwala, Advocate for the Applicant Company AND UPON READING the Affidavit dated 24th April, 2015 of Mr. T. C. Pattabiraman, the Director of the Applicant Company in support of the Company Summons for Directions and the Exhibits thereto and Further Affidavit dated 9th June, 2015 of Mr. T. C. Pattabiraman, the Director of the Applicant Company and the Exhibits thereto, **IT IS ORDERED:**

1. That convening and holding a meeting of the Equity Shareholders of the Applicant Company abovenamed, for the purpose of considering, and if thought fit, approving with, or without modification(s), the Scheme of Amalgamation of Diversey (India) Private Limited for amalgamation with Sealed Air (India) Private Limited and their respective Shareholders and their respective Creditors, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits L-3 and L-4 to the Affidavit in Support of the above Company Summons for Directions.
2. There are no Secured Creditors of the Applicant Company as mentioned in paragraph 22 of the Affidavit dated 24th April, 2015 in support of the above Company Summons for Directions. Hence, the question of convening and holding a meeting of the Secured Creditors does not arise.
3. That convening and holding a meeting of the Unsecured Creditors of the Applicant Company abovenamed, for the purpose of considering,

and if thought fit, approving with, or without modification(s), the Scheme of Amalgamation of Diversey (India) Private Limited for amalgamation with Sealed Air (India) Private Limited and their respective shareholders and their respective creditors, is dispensed with in view of the consents given by some of the Unsecured Creditors of the Applicant Company which are annexed as Exhibits M-4 to M-136 to the Affidavit dated 24th April, 2015 in Support of the above Company Summons for Directions and Exhibits A-1to A-16to the Further Affidavit dated 9th June, 2015. However, the Applicant Company undertakes to give notice of hearing of Petition to all those who have signed consent letters as authorized signatories as also remaining unsecured creditors whose consents are not obtained. The undertaking is accepted.

(S. C. Gupte, J.)

