IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 431 OF 2015

In the matter of the Companies Act, 1 of 1956 and other relevant provisions of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Amalgamation of WALES DISTILLER PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company

WALES DISTILLER PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 394- C Lamington Chambers, Lamington Road, Mumbai- 400 004.) ...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.C. Gupte, J.

Date: 12th June, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 28th April, 2015 Mr. Amit Jain, Authorised Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit therein 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 WALES DISTILLER PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.

2. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 17 of the Affidavit in support of Summons for Direction.

3. The meeting of the Unsecured Creditors of WALES DISTILLER PRIVATE LIMITED, "the Applicant Company" be convened and

held at 394-C Lamington Chambers, Lamington Road, Mumbai – 400 004 on 31st day of July, 2015, Friday at 11.30 a.m., for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of WALES DISTILLER PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company.

4. At least 21 clear days before the meeting to be held as aforesaid, a notice convening the said meeting at the place, day, date and time as aforesaid, together with a copy and Scheme of Amalgamation, copy of the statement required to be sent under Section 393 and the prescribed form of proxy, shall be sent by RPAD / speed post addressed to each of the Unsecured Creditors at their respective registered or last known addresses as per the record of the Applicant Company.

5. That at least 21 clear days before the meeting to be held as aforesaid, an advertisement convening the said meeting, at the place, day, date and time as aforesaid and stating that copies of the proposed Scheme of Amalgamation and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and/or at the office of its Advocates M/s. RAJESH SHAH & CO, 16, Oriental Building, 30, Nagindas Master Road, Flora

Fountain, Mumbai 400 001, shall be published once each in two local news papers viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language, both having circulation in Mumbai.

6. Publication of notice in the Maharashtra Government Gazette is dispensed with.

7. The settling and approving of the form of advertisement, form of proxy, the form of notice, the Statement required to be furnished pursuant to Section 393 of the Companies Act,1956 to accompany the notice by the Company Registrar of this Court is dispensed with. The Applicant Company undertakes to:-

   i. advertise the Notice convening meeting as per Form No. 38 (Rule 74)
   ii. issue Notice convening meeting of the Unsecured Creditors as per Form No. 36 (Rule 73)
   iii. issue Statement containing all the particulars as per Section 393 of the Companies Act, 1956;
   iv. issue Form of Proxy as per Form No. 37 (Rule 73)

   The said undertaking is accepted.

8. That Mr. R. L. Jain – Director failing him Mr. Atit Dalal – Authorised Person, failing him Mr. P. R. Pandya – Authorised Person, failing him Mr. Amit Jain – Authorised Person is

appointed as the Chairman for the above meeting of Unsecured Creditors to be held at 394-C Lamington Chambers, Lamington Road, Mumbai – 400 004 on 31st day of July, 2015, Friday at 11.30 a.m., or any adjournment or adjournments thereof.

9. The Chairman appointed for the meeting to issue the advertisement and send out the notices of the meeting referred to above. It is further directed that the Chairman of the meeting shall have all powers as per the Articles of Association and also under the Companies (Court) Rules, 1959 in relation to conduct of the meeting including for deciding any procedural questions that may arise at the meeting or at any adjournment or adjournment(s) thereof including amendment to the Scheme of Arrangement or Resolutions if any, proposed at the meeting by any person(s) and to ascertain the decision of or the sense of the meeting by a poll.

10. That quorum for the aforesaid meeting of the Unsecured Creditors shall be as prescribed under Section 103 of the Companies Act, 2013.

11. That voting by proxy / authorized representative is permitted, provided that a proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its registered office at 394- C Lamington Chambers, Lamington Road, Mumbai- 400 004, not

later than 48 hours before the meeting, as provided under Rule 70 of the Companies (Court) Rules, 1959.

12. That the number and value of the vote of Unsecured Creditors shall be in accordance with the books of the Applicant Company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meeting.

13. That the Chairman to file affidavit not less than Seven days before the date fixed for the holding of the Meeting and do report this Court that the direction regarding the issue of notices and advertisement have been complied with.

14. That the Chairman appointed for the meeting to report to this Court the result of the said meeting within Thirty days of the conclusion of the meeting and the said report shall be verified by his affidavit.

(S. C. Gupte, J.)