

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 432 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

ALLIED BLENDERS AND DISTILLERS)

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. P. R. Pandya, 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 BLENDEES AND DISTILLERS PRIVATE LIMITED, Transferee Company is dispensed with in view of the consent given by all the four Shareholders of the Applicant Company, which are annexed as **Exhibit 'G-1' to 'G-4'** to the Affidavit in support of Summons for Direction.
2. The convening and holding the meeting of the Preference 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, Transferee Company is dispensed with in view of the consent given by both the Preference Shareholders of the Applicant Company, which are annexed as **Exhibit ‘H-1’ and ‘H-2’** to the Affidavit in support of Summons for Direction.

3. The convening and holding of the meeting of the Secured 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 WALES DISTILLER PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, Transferee Company is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to its all Secured Creditors and also to publish the same 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. The said undertaking is accepted.

4. 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(s) the proposed Scheme of Amalgamation of WALES DISTILLER PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, Transferee Company is dispensed with in view of the averments made in paragraph 19 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same 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. The said undertaking is accepted.

(S. C. Gupte, J.)