

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 747 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 DHANALAXMI
PROCESSORS PRIVATE LIMITED, the
First Transferor Company

AND

AMRITVARSHA FERRO ALLOYS
PRIVATE LIMITED, the Second
Transferor Company

WITH

AMRITVARSA TEXTILE MILLS PRIVATE
LIMITED, the Transferee Company

DHANALAXMI PROCESSORS)

PRIVATE LIMITED, a company)

incorporated under the Companies)

Act, 1956 having its registered office)

at 576, Chira Bazar, 3rd Floor,)

Mumbai - 400002.)

...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: 4th September, 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 16th June, 2015 Mr. Ashish O. Lalpuria, Authorized 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 DHANALAXMI PROCESSORS PRIVATE LIMITED, the First Transferor Company and AMRITVARSHA FERRO ALLOYS PRIVATE LIMITED, the Second Transferor Company with AMRITVARSA TEXTILE MILLS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the 19 (Nineteen) Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'D-1' to 'D-19'** to the Affidavit in support of Summons for Direction.

2. 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 23 of the Affidavit in support of Summons for Direction.
3. 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 DHANALAXMI PROCESSORS PRIVATE LIMITED, the Applicant / First Transferor Company and AMRITVARSHA FERRO ALLOYS PRIVATE LIMITED, the Second Transferor Company with AMRITVARSA TEXTILE MILLS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 24 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.)